

**THE BROWN SWISS CATTLE  
BREEDERS' ASSOCIATION  
OF THE  
UNITED STATES OF AMERICA**

**ARTICLES OF INCORPORATION  
AND  
BYLAWS**

**JULY 2018**

*LAST PRINTING: NOVEMBER 1985*

CHANGES MADE: 1988, 1989, 1990, 1993,  
1995, 2000, 2002, 2005, 2008, 2011, 2013, 2018

**INDEX**  
**THE BROWN SWISS CATTLE BREEDERS' ASSOCIATION**  
**OF THE UNITED STATES OF AMERICA**  
**Articles of Incorporation**

I.	AGREEMENT	
1.01 - Purpose	.....	4
II.	NAME AND PRINCIPAL OFFICE	
2.01 - Name and Location	.....	4
III.	NONSTOCK	
3.01 - No Dividends	.....	4
IV.	DIRECTORS AND OFFICERS	
4.01- General Officers and Board of Directors	.....	4
4.02- President and Vice President	.....	4
4.03- Executive Secretary	.....	4
4.04- Election of President and Directors and Appointment of Executive Secretary	.....	4
4.05- Additional Officers	.....	5
V.	DUTIES OF OFFICERS	
5.01- President	.....	5
5.02- Vice President	.....	5
5.03- Secretary	.....	5
5.04- Treasurer	.....	5
VI.	MEETINGS AND VOTING	
6.01 - Quorum	.....	5
VII.	MEMBERSHIP	
7.01- Qualifications for Membership	.....	5
7.02- Provided to	.....	5
7.03- a. Applications for Membership	.....	5
b. Member Notification and Voting	.....	5
c. Board of Directors' Consideration if rejected	.....	5
7.04- Honorary Members	.....	5
7.05- Membership Term Lengths -	.....	5
Annual or Five-Year (Effective August 1995)	.....	6
a. Ten-Year Corporation	.....	6
b. Ten-Year Partnership	.....	6
c. Ten-Year Farm or Family Name	.....	6
d. Ten-Year Unincorporated Nonprofit, Religious, Fraternal, Charitable or Educational Associations	.....	6
e. Ten-Year Estates or Trust	.....	6
f. Lifetime Natural Person	.....	6
g. Ten-Year Honorary	.....	6
h. Not Transferable	.....	6
7.06 - Term of Membership to Other than a Natural Person	.....	6
(Ten-Year Memberships Requested Prior to 1995)		
7.07 - Rights of Termination of Membership	.....	6
7.08 - Discharge and Expulsion of Members	.....	6

7.09 - Voting Power and Property Rights .....7  
7.10 - Further Membership Provisions in Bylaws .....7  
VIII. AMENDMENTS  
8.01 - Procedure to Amend .....7  
    a. Appointment of Articles and Bylaws Committee .....7  
    b. Submission of Proposed Amendments .....7  
    c. Placement on Agenda.....7  
IX. INCORPORATORS  
9.01- Names and Residences .....7  
9.02- Signatures .....7  
9.03- Witnesses .....7

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BROWN SWISS CATTLE BREEDERS' ASSOCIATION**  
**OF THE UNITED STATES OF AMERICA**

**ARTICLE I AGREEMENT**

1.01 The undersigned have associated, and do hereby associate themselves together for the purpose of forming a corporation under Chapter 181 of the Wisconsin Statutes, the business and purposes of which corporation shall be the publication and maintenance of records of Brown Swiss Cattle and the general promotion of the breeding of Brown Swiss Cattle.

**ARTICLE II NAME AND PRINCIPAL OFFICE**

2.01 The name of said corporation shall be the Brown Swiss Cattle Breeders' Association of the United States of America and its location shall be in the City of Beloit, County of Rock, Wisconsin or any other city and county as designated by the Board of Directors.

**ARTICLE III NON STOCK**

3.01 The corporation shall be nonstock and non dividends or pecuniary profits shall be declared to the members thereof

**ARTICLE IV DIRECTORS AND OFFICERS**

4.01 The general officers of the corporation shall be a President and a Vice President who must be members of the Association or voting representatives of corporate or group members. The Board of Directors shall consist of the President and nine other members or voting representatives of corporate or group members of the corporation.

4.02 The President shall have been an active member of the Association for at least five (5) years prior to nomination and shall be elected at any appropriate annual meeting; he shall take office upon such election and his term shall be from such election until he has served through two annual meetings and his successor has been duly elected.

The Vice President shall be one of the members of the Board of Directors and shall be elected by the Association Board of Directors at the first meeting of the Board following the annual meeting of the Association. The term of the Vice President shall be from election to that point in the Board of Directors' annual meeting following his election at which a successor Vice President is elected by such Board.

Directors shall be elected at each annual meeting for terms of approximately three years, such term to be specifically from such election through the following three annual meetings.

All officers and directors shall take office immediately upon their being elected, and they shall hold office until their successors have been duly elected.

4.03 There shall also be a Secretary and a Treasurer, neither of whom must be a member or a voting representative of a corporate or group member of the corporation. Whenever so provided by the Bylaws or the Board of Directors, the offices of Secretary and Treasurer may be held by the same person and be known as Executive Secretary.

4.04 The President shall be elected by the members of the corporation and the other nine members of the Board of Directors shall be elected by the members of the corporation from within the district the candidate is to represent. The Secretary Treasurer (Executive Secretary) shall be employed or appointed by the Board of Directors.

4.05 The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

#### ARTICLE V DUTIES OF OFFICERS

5.01 The principal duties of the President shall be to preside at all meetings of the Board Directors and members and to have a general supervision of the affairs of the corporation.

5.02 The principal duties of the Vice President shall be to discharge the duties of the President in the event of his absence or disability for any cause whatsoever.

5.03 The principal duties of the Secretary shall be prescribed by the Bylaws and by the Board of Directors.

5.04 The principal duties of the Treasurer shall also be prescribed by the Bylaws and by the Board of Directors.

#### ARTICLE VI MEETINGS AND VOTING

6.01 At a regular meeting one-tenth of total membership, present in person or by proxy, shall constitute a quorum for the transaction of business. At a special meeting one-fourth of the total membership, present in person or by proxy, shall constitute a quorum for the transaction of business. The said corporation shall hold its first meeting, for the election of officers, on the 30th day of September, A.D., 1925, at the Hook Building in the City of Beloit, County of Rock, State of Wisconsin.

#### ARTICLE VII MEMBERSHIP

The method and conditions upon which members shall be accepted, discharged, or expelled shall be as follows:

7.01 The membership of the Association shall be comprised of only such as are owners of and are trustworthy and careful breeders of registered Brown Swiss cattle and have paid a membership fee established by the Board of Directors.

7.02 Membership may be provided to natural person, corporations, partnerships, estates, trust, and any other legal entity or organized group of persons.

7.03 Applications for Membership

a. Application from those eligible to membership shall be made by the applicant to the Secretary. **Note:** The text "~~with a recommendation from a present member of the Association or an officer of the applicant's bank~~" was removed effective August 1, 2013.

b. The Secretary shall cause the names of the applicants recommended for membership together with the names, titles, and addresses of the recommending persons to be published in the Association's Brown Swiss Bulletin as soon as practicable upon their being recommended. If there be no written objection from a member received by the Secretary within 30 days of such publication, such applicant shall be deemed accepted by the Association.

c. Should it appear to the Board of Directors that an applicant rejected by membership vote is worthy of membership and the rejection votes were cast for personal, arbitrary or unjust reason, then the Board of Directors may make an investigation of the case and a final decision as to admission of the candidate to membership will be made.

7.04 The Board of Directors, by unanimous vote of its members, may elect such persons honorary members whose election, in their judgment, will enhance the efficiency, fortify the standing, or extend the usefulness of the Association. Such honorary members shall not be required to pay any membership fee, shall not be entitled to vote, to members' rates for registration, to free copies of the Herd Register, nor to hold the office of President, Vice President, or Director.

7.05 Membership Term Lengths

**Note:** Effective January 2012, membership options will consist of an annual membership at \$25 or a five-year membership at \$100. Junior members applying for adult membership may do so at the annual membership fee of \$10 if they apply before December 31st of the year of their 22nd birthday (21" in 2012) or they may apply for the five-year membership at the full price.

**Note:** Effective August 1995, For all current lifetime individual memberships, or renewable memberships (those taken prior to August 1995), there will be no change in the existing membership's term length or membership fee. As current group memberships expire, these groups will have the option of renewing at the annual or five-year rate.

a. Corporations (Ten-Year Membership prior to 8-95)

Memberships of corporations awarded prior to 8-95, shall terminate upon dissolution of such corporation or on the January 1 following the Tenth Anniversary of such membership, or upon the written request of such corporation, whichever shall first occur.

b. Partnerships (Ten-Year Membership prior to 8-95)

Memberships of partnerships awarded prior to 8-95, shall terminate upon dissolution of such partnership or on the January 1 following the Tenth Anniversary of such membership, or upon the written request of such partnership, whichever shall first occur.

c. Farm or Family (Ten-Year Membership prior to 8-95)

Memberships in a farm name or in the name of a family, not a partnership or corporation, awarded prior to 8-95, shall terminate upon the written request of such owners or upon any change in the ownership, in the farm name, or in the family name, or on the January 1 following the Tenth Anniversary of such membership, whichever shall first occur.

d. Unincorporated Nonprofit (Ten-Year Membership prior to 8-95) Memberships of unincorporated nonprofit religious, fraternal, charitable, or educational associations, awarded prior to 8-95, shall terminate upon dissolution or on the January 1 following the Tenth Anniversary of such unincorporated non-profit, religious, fraternal, charitable, or educational association, whichever shall first occur.

e. Estates, Trust, Etc. (Ten-Year Membership prior to 8-95)

Memberships of estates or trusts, awarded prior to 8-95, not included in above subsections shall terminate at the termination of such estate or trust or on the January 1 following the Tenth Anniversary of such membership, or upon the written request of such estate or trust, whichever shall first occur.

f. Lifetime Natural Person (Prior to 8-95)

Membership of a natural person, not included in above subsections, shall be for life or shall terminate upon the written request of such person.

g. Ten-Year Honorary

Memberships of honorary members shall terminate upon revocation by the Board of Directors.

h. Membership is not transferable.

#### 7.06 Ten-Year Memberships Requested Prior to 1995

All memberships, awarded prior to 8-95, to other than a natural person shall be valid for a period of not to exceed ten (10) years. Upon the January 1 following the ten- year anniversary of the payment of dues for such membership, the membership shall cease and terminate if not otherwise terminated prior thereto unless another regular membership fee as provided for in the Bylaws shall be paid. Upon payment of dues, membership shall automatically be continued for another one- or five-year period upon the same terms and conditions.

7.07 No member shall have the right to sell or transfer membership or any rights or privileges as such, and any members ceasing to be a member, whether voluntarily, by expulsion, by death, or otherwise shall forfeit all rights and privileges of membership and all rights and claims in and to the property of the Association and all the interest of such membership in such property shall vest in the corporation absolutely.

#### 7.08 Discharge and Expulsion of Members

Any member who fails to comply with the requirements of the Articles, the Bylaws, or the rules and regulations made pursuant thereto shall, if the Board of Directors by majority vote so determine, forfeit such membership and any and all rights and interest in this Association and its property.

7.09 The voting power and the property rights and interests of all members shall be equal. Each membership shall be entitled to one vote on any and all questions coming before the membership. Every member entitled to vote at any meeting of the members may be represented and vote by proxy.

7.10 Further provisions for acceptance and review of membership may be set forth in the Bylaws.

### **ARTICLE VIII      AMENDMENTS**

8.01 Committee on Articles and Bylaws; Procedure to Amend

a. At the discretion of and by the President, a three-member Articles and Bylaws Committee may be appointed from the membership to serve during the current term of the President, and vacancies thereon shall be filled by appointment by the President.

b. All proposed amendments to the Bylaws or Articles shall be in writing and shall be submitted to the Articles and Bylaws Committee at least 30 days prior to the regular scheduled meeting of the Board of Directors. Upon such timely receipt of such written proposals, same shall be promptly considered by the Articles and Bylaws Committee and thereafter such Committee shall report its consideration and recommendations to the said meeting of the Board of Directors.

c. Upon receipt of such report of the Articles and Bylaws Committee by the Board of Directors, such Board shall by resolution either approve or disapprove of the recommendation of the Committee. Only with the approval of the Board of Directors of a Committee recommendation to amend shall any Committee-recommended amendment be placed on the agenda of the annual meeting of the Association, and in all cases where the Committee recommends amending and the Board by resolution approve such recommendation, such amendment shall be placed on the agenda of the next annual meeting of the Association.

### **ARTICLE IX      IN CORPORATORS**

8.01 Names and Residences

The names and residences of the persons forming this corporation are:

Ira Inman residing at Beloit, Wisconsin. N.C. Schmid residing at Monroe, Wisconsin. W.A. Drollinger residing at Marshfield, Wisconsin. B.E. Skinner residing at Beloit, Wisconsin.

9.02 In Witness Whereof, We have hereunto set our hands this 10th day of September, A.D. 1925.

Ira Inman                      W.A. Drollinger                      N.C. Schmid                      B.E. Skinner

9.03 Signed in presence of M.E. Ritland, Owen Ritland, State of Wisconsin. s.s. County of Rock

Personally come before me this 10th day of September, A.D. 1925, the above named Ira Inman, N.C. Schmid, and W.A. Drollinger and B.E. Skinner, to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

(Notarial Seal)

M.E. Ritland, Notary Public, Wisconsin

# INDEX

## THE BROWN SWISS CATTLE BREEDERS' ASSOCIATION OF THE UNITED STATES OF AMERICA BYLAWS

### I. MEMBERS

1.01 - Place of Meetings .....	10
1.02 - Annual Meeting .....	10
1.03 - Special Meetings .....	10
1.04 - Voting	11
1.05 - Ballots and Proxies .....	11
a. Mailing or Filing of Ballot.....	11
b. Preparation of Ballot.....	11
c. Proxy Submitted in Sealed Envelope. ....	11
d. Proxy Committee.....	11
e. Proxy Voted by District Director or Designated Active Member .....	11
f. Tally Committee .....	11
1.06 - Organization .....	11
1.07 - Inactive Members .....	12
1.08 - Expulsion of Members .....	12
1.09 - Group Memberships .....	12
a. Corporations .....	12
b. Partnerships, Estates, Trusts and Other Organized Groups .....	12
c. Review of Memberships .....	12
1.10 - Adult Associate Membership .....	12

### 2. ELECTIONS

2.01 - Districts	13
2.02 - Nominations .....	13
2.03 - Additional Nominations .....	13
a. For President.....	13
b. For the Other Nine Members of the Board of Directors.....	13
2.04 - Election by Plurality.....	13

### 3. BOARD OF DIRECTORS

3.01 - General Powers.....	13
3.02 - Qualifications .....	13
3.03 - Additional Powers .....	13
a. Property, Rights or Privileges.....	13
b. Indemnification of Directors.....	14
3.04 - a. Resignation .....	14
b. Indemnification of Directors.....	14
3.05 - Removal.....	14
3.06 - Vacancies.....	14
3.07 - Place of Meetings .....	14
3.08 - Regular Meetings .....	14
3.09 - Special Meetings .....	14
3.10 - Meetings by Consent.....	15



	3.11 - Quorum 15	
	3.12 - Organization .....	15
	3.13 - Order of Business .....	15
<b>4.</b>	<b>OFFICERS</b>	
	4.01 - Executive Committee .....	15
	a.    Teleconference Meeting Setup .....	15
	b.    Written Agenda.....	15
	c.    Minutes Approval .....	15
	d.    Minutes Ratification .....	15
	4.02 - Executive Secretary .....	15
	4.03 - Qualifications of President .....	15
	4.04 - Vacancies.....	16
	4.05 - Duties .....	16
	a.    President .....	16
	b.    Vice President .....	16
	c.    Executive Secretary .....	16
<b>5.</b>	<b>SEAL</b>	
	5.01 - Adopt by Board of Directors .....	17
<b>6.</b>	<b>BOOKS AND RECORDS</b>	
	6.01 -At Principal Office .....	17
	6.02 - Open to Inspection of Members at all Reasonable Times.....	17
<b>7.</b>	<b>MISCELLANEOUS</b>	
	7.01 - President and Vice President Ex Officio Members of all Standing Committees.....	17
	7.02 - Fiscal Years .....	17
	7.03 - Waiver of Notice .....	17
	7.04 - No Debts to be Contracted .....	17
	7.05 - Suits Against the Association.....	17
<b>8.</b>	<b>REGULATIONS FOR REGISTRY, TRANSFER, TESTING AND     TYPE CLASSIFICATION</b>	
	8.01 - In General .....	17
	8.02 - Cancellation of Records and Certificates .....	18
	8.03 - Production Testing and Type Classification .....	18
	8.04 - Association's Responsibility.....	18
	a.    No Responsibility for Erroneous or Fraudulent Information .....	18
	b.    Not Responsible for Damage Resulting from Dishonest or Fraudulent Practice .....	18
	8.05 - Registration for Eighteen Months after Death .....	18
<b>9.</b>	<b>AMENDMENTS</b>	
	9.01 - Procedure to Amend.....	19
	a.    Appointment of Articles and Bylaws Committee.....	19
	b.    Submission of Proposed Amendments .....	19
	c.    Placement on Agenda .....	19
<b>10.</b>	<b>ROBERTS RULES OF ORDER.....</b>	19

**BYLAWS  
OF  
THE BROWN SWISS CATTLE BREEDERS' ASSOCIATION  
OF THE UNITED STATES OF AMERICA**

**BYLAW 1 MEMBERS**

1.01 Place of Meetings

All meetings of the members shall be held at the principal office of this corporation or at such other place as may be designated by the Directors or the Executive Secretary,

1.02 Annual Meetings

Commencing in the year of 1986, the annual meeting of the members of the corporation for the election of officers and Directors and for the transaction of such other business as may come before it shall be held between the dates of June 15 - August 15 at the principal office or at such other place as may be designated by the Board of Directors, the exact date to be submitted by the host state with valid reasons for such date and to be approved by the Board of Directors at the previous annual meeting or before, and it shall be the duty of the Executive Secretary to give at least 30-days notice of such meeting to each active adult national member by mail, addressed to each active member at his address as the same appears upon the records of the corporation. Said notice to state that the meeting is the annual meeting and the time and place where said meeting will be held. Nevertheless, the failure of any active member to receive such notice shall not affect the validity of such annual meeting or of any proceedings at such meeting. At the annual meeting, any business may be transacted which does not by the laws of Wisconsin or the Articles or Bylaws of this corporation require a special notice.

Any reference in these Bylaws to an "adult" member shall refer to an individual corporation, partnership, estate, trust, and any other legal entity or organized group of persons who owns at least one registered Brown Swiss animal, has paid the appropriate "adult" membership fee as determined by the Board of Directors, and has had the membership processed and issued (reference Article VII).

**Note:** Effective January 2013, "Junior" member shall refer to an individual 9 through 21 years of age (9 through 20 in transition year 2012) who owns at least one registered Brown Swiss animal (or participates in the National Brown Swiss Association Youth Lease Program) in his or her individual name and who has had the membership processed and issued. An individual must be a National Junior Member in order to participate in any National Youth Contest. Juniors agree to comply with a Youth Code of Conduct as approved and updated by the National Board of Directors. Junior membership is free of charge. Junior members do not receive voting privileges.

Young Juniors who are not yet 9 years old by January 1 of the current year may apply for a "Junior Associate" membership. Such membership will allow those youth to register cattle at membership rates. This would be the only benefit for this type of membership.

Except for section 1.07, any reference in these Bylaws to a member shall refer to an adult active national member of the Association.

1.03 Special Meetings

Special meetings of the members may be held whenever called by the Executive Secretary upon the written direction of the President or upon the written direction of a majority of the Directors or upon the written direction of one-eighth of the members. It shall be the duty of the Executive Secretary to give at least thirty-days' notice of such meeting to each member by mail, addressed to each member at his address as the same appears on the records of the corporation, said notice to state the purpose for which and the time and place where said meeting will be held. No business not set forth in such notice shall be acted upon at such meetings.

#### 1.04 Voting

Each member shall be entitled to one vote on any and all questions coming before the membership, and where the members themselves are corporations, partnerships, or a group of person, such corporation or group of persons shall designate a voting representative.

#### 1.05 Ballots and Proxies

a. A member of this corporation may vote by ballot at all member meetings. Ballots must be either mailed as here below directed, or must be filed with the Secretary of the meeting not later than 6 p.m. of the day preceding the annual meeting before the same become of any effect.

b. Not less than 30 days prior to any member meeting, the Secretary shall prepare an official ballot, as prescribed by the Board of Directors. Such ballot shall set forth the name of each candidate nominated for office. All proposed amendments to the Articles of Incorporation or Bylaws will be attached to the ballot. The Secretary shall enclose one such ballot with the notice of the meeting sent to each member.

c. Enclosed with each ballot mailed to eligible members as aforesaid there shall be a proxy to vote on other business as may come before the annual meeting. Such proxy shall be made only in favor of, and voted by, active members of the Association. The ballots and proxies shall be submitted on the forms prescribed by the Association and shall be enclosed in a sealed mailing envelope with sender's signature and address in upper left corner, and addressed to the Association Secretary, and both of such envelopes shall be furnished by the Association expressly for proxy voting.

d. The Proxy Committee shall consist of the members of the Board of Directors of the Association except that the President shall vote only in the event of a tie vote, and such Committee, consistent with this Bylaw, shall prescribe the manner and form of proxies and proxy voting and shall decide all issues concerning proxies, and such decision shall be final.

e. Proxies shall be voted by the respective Director of the district in which the member authorizing the proxy resides unless such proxy contains a direction for an active member other than such director to so vote the proxy, in which case, such other member shall so vote such proxy as instructed, but if any matters are not instructed, same shall be voted by such other member designated provided that in the absence of such designated member, such issue shall be voted by the Proxy Committee.

f. The President shall appoint a Tally Committee of three members of the Association in attendance at the annual meeting, which Committee shall receive in bulk all ballots and proxies in their mailed form and such Tally Committee shall at the specific direction of the President check each sealed mailing envelope and deposit enclosed sealed ballot envelope in the ballot box of its respective district, and shall segregate by designated proxy all proxies designated and all others by respective Directors.

After all proxies have been so segregated, they shall be turned over to the President for safe keeping until the annual meeting at which time they shall be turned over to the respective proxies. After all mailing envelopes have been so opened and ballot envelopes deposited, such ballot boxes shall be sealed and turned over to the President who shall safely keep them until such time as the Chairman of the Tally Committee shall request same for tallying, and on such request, the President shall turn over to such Committee such sealed ballot boxes and the Tally Committee shall forthwith proceed to such ballots in secret. Upon completion of tally, such ballots shall be returned to the President for safe keeping and for producing same at the annual meeting. The results of the tally shall be kept secret until called for by the President at the annual meeting.

#### 1.06 Organization

The President, and in his absence the Vice President, and in their absence an member chosen by the members present, shall call meetings of the members to order and shall act as a chairman of such meetings, and the Executive Secretary shall act as secretary of all meetings of the members, but in the absence of the Executive Secretary, the presiding officer may appoint any member or employee to act as secretary of the meeting.

#### 1.07 Active Members (Specifically Inactive Members)

To maintain active membership, each adult national member must register and/or have transferred to the membership at least one Brown Swiss animal during the previous calendar year or during the present year before May 1. If an adult national member fails to register and/or have transferred to the membership at least one Brown Swiss animal during this time, the individual, partnership, group, etc., shall be deemed to have ceased being an active breeder of registered Brown Swiss cattle and voting privileges in connection with such membership shall cease and such member shall be placed on the inactive list. Any inactive member shall be restored to active membership without cost upon becoming reengaged in the breeding of registered Brown Swiss cattle to be evidenced by the registration by or transfer to the member of one or more Brown Swiss cattle. However, in order to receive balloting materials and voting privileges for the upcoming annual meeting, the membership must be activated (work actually processed) by May 1.

#### 1.08 Expulsion of Members

Should a member of the Association be charged with intentional misrepresentation in regard to a Brown Swiss animal or with any infraction of the Articles of Incorporation, Bylaws, or other rules of the corporation, or with any act of conduct which may endanger the good order, welfare, records, or credit of the corporation, the Executive Secretary shall examine into the matter, fix a date for the hearing of such charges by the Board of Directors, and not less than thirty days prior to the date of hearing cause notice of the date and place of such hearing, together with a statement of such charges, to be given such member by registered mail at his last known address. At such hearing, such member shall have an opportunity to be heard in his defense of the same. If at such hearing or any adjournment thereof, such charges are, in the opinion of five members of the Board of Director, sustained by sufficient proof, the offending member may be expelled by the vote of five members of the Board of Directors, and in any case whenever in the judgment of the Executive Secretary the best interests of the Association require it, a member may be denied all the privileges of the Association pending the hearing upon said charges. After the expiration of sixty days from the expulsion of any member of the Association by the Board of Directors in accordance with this section, no registrations, sales, or other transfers of cattle by said expelled member shall be eligible to be recorded on the Association's books, and the Secretary shall refuse to issue to the expelled member, the purchaser, or any other person a certificate of any such registration, sale, or transfer.

#### 1.09 Group Memberships

a. Corporations. Applications for memberships of corporations shall state the corporate name, place of business, names of officers, and the state under which incorporated.

The corporation secretary shall upon request furnish the Secretary of the Association a complete list of their officers and directors.

b. Partnerships, Estates, Trusts and Other Organized Groups. In all applications from prospective members of this type, a complete list of members, officers, or other authorized representatives must be given. Such memberships shall be only for person jointly engaged in the breeding of registered Brown Swiss cattle and will not be granted to groups of this character formed for the purpose of securing members' fees to persons separately engaged in the breeding of Brown Swiss cattle.

c. Review of Memberships. The Board of Directors may review the memberships of corporations, partnerships, estates, trusts, and all other legal entities when in their opinion organizational changes have taken place in these various groups and their decision shall be final.

#### 1.10 Adult Associate Membership

Any individual or group with interest in the Brown Swiss breed may apply for an Adult Associate membership. The fee for such membership shall be one-half the fee for adult membership. This membership will allow the Associate member to address the annual meeting of BSCBA. It will not confer voting or other membership benefits upon the group or individual.

## **BYLAW 2 ELECTIONS**

### **2.01 Districts**

The United States shall be divided by the Board of Directors into nine districts as nearly equal in representation of membership as possible, such districts to be re-determined every five years if the membership change warrants. One Director other than the President shall be elected from each district.

### **2.02 Nominations**

The President, with the advice of the other members of the Board of Directors, shall, by the 15th of January, following his election, appoint a Nominating Committee consisting of three members, one member of the Committee to be from each of the districts from which a Director is to be elected at the next annual meeting. The Nominating Committee shall meet between January 15th and February 15th following their appointment and at such meeting shall nominate one or more candidates for each of the offices to be filled at the next annual election.

In the event of death, inability, or refusal to serve on the part of any candidate nominated for office, the Nominating Committee may again meet and nominate another candidate for that office. Any meeting of the Nominating Committee may be held by long-distance telephone conference call as set out in Bylaw 4.01 (a) and (c). Only the nominating Committee Chairman may, with the consent of the Committee members, direct that such a conference call be set up.

### **2.03 Nominations by Membership**

a. For President. The membership may nominate additional candidates for President by petition. The petition for the nomination of each additional candidate must be signed by seventy-five or more members of the Association and mailed to the Secretary's office at the principal office of the Association on or before the 31st day of March preceding the election at which such nominee will be a candidate.

b. For the Nine Members of the Board of Directors. The membership residing within a district within which a Director is to be elected at the next annual meeting may nominate additional candidates for Director from that district by petition. This petition must be signed by thirty-five or more members of the Association residing within that district and mailed to the Secretary's office at the principal office of the Association on or before the 31st day of March preceding the election at which such nominee will be a candidate.

### **2.04 Election by Plurality**

The votes for any elective office of the Association shall be decided by a simple plurality of votes counted.

## **BYLAW 3 BOARD OF DIRECTORS**

### **3.01 General Powers**

The property, affairs, and business of this corporation shall be under the care of and managed by the Board of Directors.

### **3.02 Qualification of Directors**

Only active members of this Association as well as members of Group Memberships as defined in Bylaw 1.09, who have been such members for at least five years prior to their nomination, shall be eligible to be a Director of the Association, provided however, no Director shall serve more than two consecutive terms.

### **3.03 Additional Powers**

Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have in addition to the powers which they may lawfully exercise the following powers to wit:

a. The Board of Directors shall have the power to purchase or otherwise acquire, lease, sell, convey, assign, or otherwise transfer for the corporation any property, rights, or privileges which the corporation is authorized to acquire (real, personal, or mixed) at such prices and on such terms and conditions and for such consideration as it may see fit.

b. The Board of Directors shall have the power to fix the salaries and compensations of the officers and the Directors, to elect or appoint assistants to the general officers of the corporation and such other officers, agents, and servants as it may from time to time deem necessary, define their duties and obligations, and fix their compensation; and the Board of Directors shall have the power to remove and suspend permanently or temporarily such officers, assistant officers, agents and servants as it may have appointed, and to delegate to any officer or employee of the corporation by resolution all or any of the powers stated in this section with such restrictions as it deems expedient.

3.04 a. Resignation

A Director may resign at any time by filing his written resignation with the Executive Secretary.

b. Indemnification of Directors

Each director of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director; and the Association shall reimburse each such Director for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no Director shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any Director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee appointed by the Board of Directors, who shall be members of the Association, but not presently serving on the Board of Directors and not the specific Directors to be indemnified and any determination made by such committee shall be binding upon the indemnified Director. The right of indemnification shall not be exclusive of any rights to which any Director of the Association may be otherwise entitled by law.

3.05 Removal

Any Director and the President and the Vice President may be removed at any time at a special meeting of the members of the corporation called for such purpose by the vote of a majority of the members present.

3.06 Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal, or other cause happening after any regular annual election, the remaining Directors by the affirmative vote of a majority thereof, may elect a successor Director from the same district to fill such vacancy until the next succeeding election.

3.07 Place of Meetings

All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as they shall agree upon.

3.08 Regular Meetings

Regular meetings of the Board of Directors shall be held immediately preceding and following the annual meetings of the members and at such other times as the Board of Directors may determine. No notice of regular meetings of the Board of Directors is necessary except that the Executive Secretary and the President shall determine the time and place of the meeting to be held immediately preceding the annual meeting of the members, and the Executive Secretary shall give at least five days written notice of the time and place of such meeting to each Director.

3.09 Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the Executive Secretary upon his own initiative, or upon the written direction of the President, or upon the written request of any two Directors; and it shall be the duty of the Executive Secretary to give sufficient notice of such meetings in person or by mail or telegraph to enable the Directors so notified to attend such meetings.

### 3.10 Meetings by Consent

Meetings of the Board of Directors may be held at any time or place where all of the officers and Directors are present and all consent to the holding of such meeting.

### 3.11 Quorum

A majority of the Directors convened according to these Bylaws shall constitute a quorum for the transaction of business.

### 3.12 Organization

The President and in his absence the Vice President and in their absence any director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as chairman of such meetings, and the Executive Secretary shall act as secretary at all meetings of the Board of Directors, but in the absence of the Executive Secretary the presiding officer may appoint any Director or employee of the Association to act as secretary of the meeting.

### 3.13 Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Roll Call.
2. Reading of the minutes of the preceding meeting and action thereon.
3. Reports of officers.
4. Reports of committees.
5. Unfinished business.
6. Miscellaneous business.
7. New business.

## **BYLAW4 OFFICERS**

### 4.01 Executive Committee

The President shall immediately following each annual meeting appoint an Executive Committee consisting of three directors. The property, affairs, and business of the Association shall be under the care of and managed by said Committee during the recesses of the Board of Directors, and said Committee shall possess and exercise all the powers of the full Board of Directors during said recesses, and shall submit to the Board c Directors at its meetings reports as to any action taken by them. Meetings of the Executive Committee shall be called by the President or by its chairman as often as the business of the Association requires, provided that such meetings may be held by long-distance telephone conference call in the following manner:

- a. Such meetings are to be set up only by the long-distance telephone operator and at the direction of either the President or the Committee chairman;
- b. A written agenda of such meeting shall be mailed to each member of the Committee at least 72 hours (exclusive of Saturday, Sunday, and legal holidays) prior to such meeting;
- c. Minutes of such meetings shall be mailed to each member of the Committee not later than the day following such meeting with return card of approval-disapproval attached;
- d. Copies of minutes of such meetings shall be submitted to the next meeting of the Board of Directors of the Association for ratification, modification, or revision of such Executive Committee action.

### 4.02 Secretary-Treasurer (Executive Secretary)

The offices of Secretary and Treasurer may be held by the same person, who shall be designated Executive Secretary. The Board of Directors shall annually, ~~at the regular meeting of said Board held immediately following the annual meeting of the members,~~ employ or appoint an Executive Secretary, who shall serve as the principal managing officer or superintendent of this corporation, to hold office during its pleasure.

### 4.03 Qualifications of President

Only Active members of this Association as well as members of Group Memberships as defined in Bylaw 1.09 who have been such members for at least five years prior to their nomination shall be eligible to be President of the Association, provided however, no President shall serve more than two consecutive terms.

#### 4.04 Vacancies

In case of any vacancy in the offices of President and Vice President through death, resignation, removal, or other cause happening after any regular annual election, the remaining Directors by the affirmative vote of a majority thereof, may elect a successor until the next succeeding election.

#### 4.05 Duties

The principal duties of the officers are as follows:

a. The President shall preside at all meetings of the Board of Directors and members and shall have a general supervision of the affairs of the corporation. He shall execute all deeds, leases, conveyances, contracts, and agreements authorized by the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the Bylaws.

b. The Vice President shall discharge the duties of the President in the event of his absence or disability for any cause whatever. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the Bylaws.

c. The Executive Secretary shall be the principal managing officer or superintendent of this corporation and shall have the general supervision and direction and active management of the property, affairs, and business of the corporation, subject to the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect; he shall from time to time report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. He shall countersign all deeds, leases, or conveyances executed by said corporation, affix the corporate seal thereto, and to all other papers requiring such seal, and shall keep a correct and complete record of all the proceedings of said corporation. He shall also keep a record of the names of all members since its organization showing their addresses, date of membership, and shall safely and systematically keep all books, records, and papers belonging to the corporation. He shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors or members are assembled. He shall receive and verify entries intended for insertion in the herd register and maintain same subject to the rules and Bylaws. He shall keep on file all documents constituting the authority for pedigrees and hold them subject to the inspection of any member of the Association. He shall keep records of the transfers of animals. He shall keep and account for all moneys, credits, and property of the corporation which shall come into his hands, and keep an accurate account of all money received and disbursed. He shall make such statements as corporations are required to make by the laws of Wisconsin. He shall have the custody of all the funds and securities of the corporation.

Whenever necessary and proper, he shall endorse on behalf of the corporation all checks, notes, or other obligation and evidences of the payment of money payable to the corporation or coming into his possession and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his possession to such banks as may be selected as the depositories of the corporation, or properly care for them in such other manner as the Board of Directors may direct. He shall sign all checks and other instruments drawn on or payable out of the funds of the corporation and all bills, notes, and other evidences of indebtedness of the corporation not requiring the seal of the corporation. Whenever required by the Board of Directors so to do, he shall exhibit a true and complete statement of his cash account and of the securities and other funds in his possession, custody, and control. He shall at all reasonable times within business hours exhibit his books and accounts to any Director or member. He shall invest the Association's funds as the Board of Directors may direct, limited, however, to such securities as the laws of the state of Wisconsin require for all trust funds. He shall have prepared a report for the annual meeting showing all receipts and disbursements with a statement of the financial



condition of the Association on December 31 of the previous fiscal year. He shall in general perform all the duties which are incident to the office of Secretary and to the office of Treasurer of a corporation, subject to the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the Bylaws. He shall give a corporate bond for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession, said bond to be approved by the Executive Committee.

#### **BYLAW 5 SEAL**

5.01 The corporation shall have a common seal which shall be in such form as the Board of Directors may adopt and which shall be in the charge of the Executive Secretary.

#### **BYLAW 6 BOOKS AND RECORDS**

6.01 The general and principal books of account of this corporation shall be kept at its principal office in this state.

6.02 The books of this corporation concerning the accounts and records of this corporation shall at all reasonable times be open to the inspection of the members.

#### **BYLAW 7 MISCELLANEOUS**

7.01 President and Vice President Ex Officio Members of All Standing Committee  
The President and the Vice President shall be ex officio members of all standing committees.

7.02 Fiscal Year  
The fiscal year of this corporation shall begin on the 1st day of January and terminate on the 31st day of December of each year.

7.03 Waiver of Notice  
Any member, Director, or officer may in writing waive the giving and mailing of any notice required to be given or mailed either by the statutes of Wisconsin, the Articles of Incorporation, or by the Bylaws of this corporation.

7.04 No Debts to be Contracted  
No officer or member or employee of the Association shall contract any debt in the name of the Association. All of its transactions shall be in cash, unless otherwise ordered by the Board of Directors.

7.05 Suits Against the Association  
Every applicant for membership and every member shall be confined in action at law or in equity against this Association to the jurisdiction of the courts, Federal or State, within which the principal office of this Association is situated.

#### **BYLAW 8 REGULATIONS FOR REGISTRY, TRANSFER, TESTING, AND TYPE CLASSIFICATION**

8.01 In General  
The pedigree of animals is becoming more and more important each year. To give the public every assurance that their confidence is well placed, the closest attention shall be given to the correctness of all records of registry and transfer. Inasmuch as all such records are dependent largely upon honor and care, every person proved to have made misstatements either in regard to the birth, or pedigree, or qualities of his animals, forfeits all consideration from the Association.

Accurate breeding and calving records are essential in a purebred herd. If, upon investigation, it is found that no reliable or systematic plan of keeping breeding and calving records is in use in any herd, application for the registration of the animals in such herd may be refused until proper records are kept.

Only such animals whose sire and dam have been recorded in the herd record of this Association, or which become entitled to registration by virtue of, and through compliance with, a program for

Provisional Registration, such as Identity Enrollment, maintained by the Association or which are proved to have been registered in recognized foreign Herd Books, or to have descended from such animals can be registered in the Herd Book.

The fees for and detailed rules governing the registration and transfer of cattle shall be fixed and adopted from time to time by the Board of Directors. The infraction of any of these rules or any requirements of these Bylaws shall, in addition to the other penalties herein or therein provided, render the guilty member subject to expulsion and render both the guilty member and the guilty non-member subject to be denied all rights to register and transfer cattle upon the records of the Association and all other privileges of the Association.

#### 8.02 Cancellation of Records and Certificates

Should the identity, parentage, ancestry, or right to registration of any animal registered in the herd record of this Association be questioned, the registration of such animal and its progeny shall be temporarily suspended in such record, and any registration certificates or papers issued in connection therewith be temporarily called in by the Executive Secretary, who shall forthwith cause an investigation to be made. If such investigation proves the identity, parentage, ancestry, or right to registration of any of such animals to be to the satisfaction of everyone interested, the registration of such animal shall immediately be reinstated and the registration certificate and papers returned to the lawful owner. Otherwise, the Executive Secretary shall fix a date and place of hearing by the Board of Directors, at which the owner of such animal may have an opportunity to offer proof of such identity, pedigree, parentage, ancestry, or right to registration and not less than thirty days prior to the date of hearing cause notice of the date and place of such hearing, together with notice that at such hearing, such owner shall have an opportunity to offer proof of such identity, parentage, ancestry, or right to registration, to be given to such owner by registered mail. If at such hearing or any adjournment thereof the identity, parentage, ancestry, or right to registration of any such animal is proven and established to the satisfaction of a majority of the members of the Board of Directors present, the registration of such animal or animals shall be reinstated and the registration certificates or papers returned to the lawful owner; but if the identity, parentage, ancestry, or right to registration of any such animal is not proven and established to the satisfaction of a majority of the members of the Board of Directors present, said registration and said certificates and papers shall be permanently cancelled.

#### 8.03 Production Testing and Type Classification

The corporation shall also maintain and supervise a system or systems of production testing and type classification. The fees for participation in and the detailed rules governing such system or systems of production testing and type classification shall be fixed and adopted by the Board of Directors from time to time as the said Board of Directors shall deem fit and proper.

#### 8.04 Association's Responsibility

a. Every registration and transfer is based on statements in the application therefore, and this Association assumes no responsibility for damages which may be caused by the issuance of any certificate based on erroneous or fraudulent information or for damages resulting from the temporary or permanent cancellation of any registration certificates or papers.

b. Should any production certificate or record be cancelled and the records expunged for any dishonest or fraudulent practice, this Association will not be responsible for any damages which may result therefrom.

#### 8.05 Registration for Eighteen Months after Death

The estates of deceased members, and the surviving members of a partnership or group which shall be dissolved by reason of the decease of a member thereof shall be entitled to register cattle, at members' fees for a period of eighteen months after the decease, and for no longer period, but such privilege shall not be granted except when due notification of such decease has been filed with the Secretary.

## **BYLAW 9 AMENDMENTS**

### **9.01 Committee on Articles and Bylaws; Procedure to Amend**

A. At the discretion of and by the President, a three-member Articles and Bylaws Committee may be appointed from the membership to serve during the current term of the President and vacancies thereon shall be filled by appointment by the President.

b. All proposed amendments to the Bylaws or Articles shall be submitted to the Articles and Bylaws Committee at least 30 days prior to the regular meeting of the Board of Directors. Upon such timely receipt of such written proposals, same shall be promptly considered by the Articles and Bylaws Committee and thereafter such Committee shall report its consideration and recommendations to the said meeting of the Board of Directors.

c. Upon receipt of such report of the Articles and Bylaws Committee by the Board of Directors, such Board shall by resolution, either approve or disapprove of the recommendation of the Committee. Only with the approval of the Board of Directors of a Committee recommendation to amend shall any Committee-recommended amendment be placed on the agenda of the annual meeting of the Association, and in all cases where the Committee recommends amending and the Board by resolution approves such recommendation, such amendment shall be placed on the agenda of the next annual meeting of the Association.

## **BYLAW 10 ROBERTS RULES OF ORDER**

10.01 Where not specifically provided in these Bylaws to the contrary, Roberts Rules of Order shall govern procedure.

