

# *By-Laws of the Ohio Valley Dexter Breeders Association*

## **Article I (Name and Objective)**

This Association shall be known as the “Ohio Valley Dexter Breeders Association” or OVDBA.

The objectives of the Ohio Valley Dexter Breeders Association shall be to promote the breeding of quality Dexter Cattle, extend the influence of Dexter cattle, sponsor and promote exhibitions of this breed and increase the general public’s knowledge of the Dexter. Also increase the interest of this membership by encouraging interactions within the members and involving the general membership in activities.

The OVDBA is an association organized to promote and market Dexter cattle as a breed. The OVDBA’s activities include, but are not limited to:

- a. Providing services for its membership enhancing and encouraging Dexter cattle ownership.
- b. Disseminating information and advertising by conducting shows and sales to promote and market Dexter Cattle.
- c. Participating in displays and exhibits of Dexter cattle.

## **Article II (Membership)**

There shall be four classes of membership: Individual, Family, Associate, Honorary, and Lifetime..

- a. **Individual membership.** These shall be those persons who own PDCA, ADCA and/or Legacy registered Dexter cattle and are current in their paid dues to the OVDBA for membership. The Membership fee is due by May 01. Membership covers May 01 through April 30 of the next calendar year. This individual member will have one vote.
- b. **Family membership.** These shall be any family that own PDCA, ADCA, and/or Legacy registered Dexter cattle. Family members may have only one vote per membership. The person authorized to vote on behalf of the membership will be

designated on the membership form and reaffirmed when paying annual membership dues.

If more than one person per unit wishes to have voting rights, they will also need to pay for an individual membership.

**c. Associate member.** These shall be individuals who do not own any Dexters. An Associate member will receive all benefits as individual members, however, will not have voting privileges nor be allowed to serve on the Ohio Valley Dexter Breeders Association Board of Directors. At such time that an associate member registers a Dexter, then full membership of choice will be automatic.

**d. Honorary Member.** These shall be individuals who have been acknowledged for their support of the Dexter breed and have been voted in by the current membership. These members will not have to pay the OVDBA membership dues; however they will not have voting privileges nor be allowed to serve on the Ohio Valley Dexter Breeders Association Board of Directors."

**e. Lifetime Member.** These shall be individuals who have been acknowledged for their support and contribution to the Ohio Valley Dexter Breeder association. Individuals receiving this honor have a history of participating in the Ohio Valley Dexter Breeders Association, are known as a responsible breeder and owner, and continually show their dedication to the breed through participating and contributing to the dexter community. This Award shall be given by a special vote called for by the Board and voted on by current officers and active past officers receiving 2/3 approval of those voting. These members will not have to pay the OVDBA membership dues; furthermore they will retain their voting privileges and may be allowed to serve on the Ohio Valley Dexter Breeders Association Board of Directors."

1. A member in 'Good Standing' is defined as an Individual member, Family Member, or Associate Member whose membership dues are current at the time of election. Those members not current at the time of meeting or election will not have voting privileges.
2. A member may be expelled under procedures by the Board of Directors. However, the expulsion of a member may be reversed by a majority vote of members present at a membership meeting. The Board of Directors will state the reason for expulsion and the member expelled shall be provided the opportunity to speak on their own behalf at the meeting of choice by designating it in writing to one of the Board of Directors 30 days prior to the next scheduled meeting.
3. Membership dues shall be proposed by the OVDBA Board of Directors. The Board of Directors will inform the membership of the next year's

proposed dues and if they are changing.

4. Any person owning ADCA, PDCA and/or Legacy registered Dexter cattle may become a member of the Association by sending their name and address together with the annual membership fee to the Treasurer of the Association or during attendance of a membership meeting.
5. First time Dexter owners will receive their membership for free for the present calendar year. Applicants must have purchased their first Dexter from a current OVDBA member within the past 6 months.

### **Article III (Governance)**

**a.** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and Youth Director.

**b.** An Individual or Family member shall be eligible for election to the board. All elected Board members shall be entitled to a vote at all board meetings. An individual may hold only one position within the OVDBA association at any given time with the exception of the Secretary and Treasurer. These positions may be held by the same individual if desired.

**c.** The term of each officer will be two years with the Vice President, Treasurer and Youth Director elected in the even years and the President and Secretary elected in the odd number years.

**d.** If any board member who is physically able, fails to attend any of the regularly scheduled annual board meetings in any calendar year (calendar year defined as January 1 to December 31) or otherwise fails to perform the duties, for which they are elected, the board may, after notification to that person, remove them from office and declare a vacancy. If a vacancy develops in the board because of death, resignation (submitted in writing) or action taken in accordance with the preceding case, it may be filled by interim appointment by the board until the next meeting and election.

**e.** Election procedures. The President, Vice President, Secretary, Treasurer and Youth Director shall be elected using a method approved by the board of directors allowing all members reasonable access and time to cast a vote while minimizing any chance for unauthorized voting or fraud. The votes for any elected office of the OVDBA shall be decided by a majority vote counted of members entitled to vote who make their vote known to the Secretary or Vice President in the time frame given.

1. Nominations of board members shall be slated as new business on the agenda for the fall meeting. The nomination period shall be open from January 1st of each calendar until April 15th. All nominations shall be directed to the Vice President prior to April 15th. The Vice President shall

contact each nominee to determine if they accept the nomination and verify candidate eligibility

2. No later than April 21, the Vice President shall notify the board of the candidates for the election and the secretary shall immediately notify the members through email.
3. The Voting period shall be open from April 21 through the Friday of Annual show ( or in the event of a show not being scheduled , voting shall close May 15). Voting shall be overseen by the Vice President and at least one volunteer from the membership at large.
4. Voting will be by a secret ballot (mail, paper or electronic) and those ballots will be counted by the Secretary and at least one other volunteering member in good standing.
5. At the conclusion of the tally, the chairman will disclose the name(s) of the individual(s) elected to serve the next term of office.
6. Results shall be announced at the closing of the show and membership at large should be notified via email. In the event of a May show not being scheduled, results shall be announced to the membership via email no later than May 21.

## **Article IV (Duties of the Officers)**

1. **President.** The President is the chief executive officer and chief operating officer of the OVDBA. The President shall perform the usual duties associated with this office. This includes but is not limited to the following:
  - a. Presiding at all membership meetings, special meetings, and board meetings.
  - b. The President is responsible for assigning to the appropriate committee(s) cases of policy changes and/or cases requiring interpretation or resolution. If no committee has been set-up for a particular issue, then the President should notify the Board of Directors and establish a committee.
  - c. The President shall ensure the Association's current By-Laws are available to all members.

**2. Vice-President.** The Vice-President shall serve in the absence or incapacity of the President, perform other tasks assigned by the President or board of directors, and oversee election procedures for all elected officials.

**3. Secretary.** The Secretary shall perform the usual duties of this office, including but not limited to the following:

- a. Maintaining all association and membership records excluding those financial records maintained by the treasurer.
- b. Recording, preserving, and distributing minutes of all membership and board meetings. The method of distribution is through e-mail and through regular mail as required (defined as members with no internet access).
- c. Distributing required notices and announcements.
- d. Other activities, which may be requested by the President and/or board.
- e. Receiving nominations during meetings including elections and assist members in good standing with the counting of ballots and presenting the results to the President.

**4. Treasurer** The treasurer shall perform the usual duties of this office, including but not limited to the following:

- a. Maintaining association's bank account.
- b. Keeping the financial records of the OVDBA in an appropriate manner.
- c. Reporting on the financial condition of the OVDBA to the Board members at membership meetings.
- d. Provide to new members a certificate of membership, a copy of By-Laws, and a current membership list.

**5. Youth Director.** The Youth Director shall oversee all projects and activities for the youth, including but not limited- to the following:

- a. The members steer project.
- b. The youth showmanship heifer project
- c. Activities and prizes for the youth and association meetings.

**6. General Board Duties.** All board members shall be accessible to Association members and should attend and promote as many events sponsored by the Association and Association members as possible.

## **Article V (Membership Meetings)**

The OVDBA shall have two membership meetings per year. Meetings will be held at a location and date designated by the Board of Directors. Members will be informed of the meeting a minimum of 30 days prior to the scheduled date by e-mail, regular mail as required, or by text messaging. At least (6) eligible voting Members, present in person shall constitute a quorum.

Special membership meetings may be held at the discretion of the Board of Directors. All members will be notified by e-mail, regular mail as required, or by text messaging at least ten days prior to the meeting date. Special business shall be mentioned in the notice of meeting and no other business shall be transacted. OR Twenty-five (25) percent of the members in good standing may file a petition at any time demanding a special meeting and stating the specific business to be brought before the Association.

- a. Order of Business for all official meetings shall be as follows:
  - President's Call to Order
  - Review of the Minutes of the previous Membership Meeting.
  - Approval vote on minutes- Update of any Special Meeting (if any) held since the previous Membership Meeting.
  - Distribution and discussion of Treasurers report.
  - Approval vote of Treasurers report.
  - Any Officer or committee reports & following discussions.
  - Updates to any previous (old) business
  - New business and discussion
  - The elections of those positions due to be renewed/replaced
  - Adjournment.
  
- b. The order of business may be changed by direction of the President and by approval of the board members. If the order of business is changed, then the President must distribute the agenda via e-mail, regular mail as required and posted on the association's website 30 days prior to date of meeting.
  
- c. Both membership and board meetings shall follow the order of business and be conducted in an organized and professional manner. All parties present shall respect the rights of others opinions.
  
- d. Majority of Votes. It is defined as "more than half" of the votes cast by persons legally entitled to vote, excluding blanks and abstentions. There may be fewer votes cast than the number of members present, since some may choose not to vote - resulting in "abstentions". Only a majority of those actually voting is required.

## **Article VI (Amendments)**

The By-Laws of the Association may be amended by a majority vote of the members legally entitled to vote who are present at any meeting of members. The meeting shall be submitted in writing (e-mail/regular mail as required) to the members at least thirty days prior to the date of the meeting. The Secretary shall field all amendment change requests and distribute as appropriate. Amendments of these By-Laws shall go into effect at the end of the voting of their acceptance.

## **Article VII (Fiscal Year)**

The fiscal year for the Ohio Valley Dexter Breeders Association will be May 01 thru April 30 of the following year.