

BYLAWS
Of
WISCONSIN CATTLEMEN'S ASSOCIATION, COOPERATIVE

Bylaw 1
Name

The name of this association shall be the:

WISCONSIN CATTLEMEN'S ASSOCIATION, COOPERATIVE.

Bylaw 2
Principal Office

The principal office of the shall be located in the City of Madison, County of Dane, State of Wisconsin and the Post Office address shall be the Wisconsin Cattlemen's Association, 2 East Mifflin Street, Suite 601, Madison, Wisconsin 53703.

Bylaw 3
Purposes

The purposes of this association shall be:

Section 1. To stimulate interest and growth in the cattle industry of Wisconsin

Section 2. To recommend such legislation as may be needed for the development and advancement of the Wisconsin cattle industry.

Section 3. To support educational and research activities for the cattle industry.

Section 4. To promote the consumption for beef through support of improved advertising, merchandising, and product development.

Section 5. To encourage youth activities and programs in cattle production and marketing.

Section 6. To aid and cooperate with other livestock organizations.

Section 7. To provide a strong voice for all segments of the cattle industry.

Section 8. To promote inquiry and development activities in marketing of cattle and beef products.

Bylaw 4
Membership and Voting

Section 1. Qualifications. Voting membership in this cooperative shall be open to persons actively engaged in the production, feeding, marketing and/or breeding of commercial or purebred cattle. Voting membership shall also be open to persons who have an interest in promoting the cattle industry provided they are sponsored by three voting members and are approved by the Board of Directors.

Section 2. Associate Membership. Nonvoting associate membership shall be open to any individual, group, company, or commercial organization interested in the cattle industry.

Section 3. Youth Membership. Youth membership shall be open to any youth who is 21 years of age or younger who is sponsored by a voting member.

Section 4. Dues. Membership shall be obtained by payment of annual dues. Annual membership dues and/or fees shall be established by the Board of Directors from time to time.

Section 5. Acceptance and Termination.

- a. Acceptance. Members shall be accepted by the Board of Directors or an Executive Committee appointed by the Board of Directors. The Board or Executive Committee shall have the conclusive right to determine whether qualifications required for membership are being met, both for the purpose of accepting or termination of membership.
- b. Termination. A member shall automatically cease to be a member and lose the right to vote in the cooperative when he ceases to meet any of the qualifications.
- b. This cooperative may issue a certificate of membership to each member which shall be in such form as prescribed by the Board of Directors, but shall not be transferable.

Bylaw 5 Affiliate Organizations

Section 1. Affiliate Organization. Each County or Multi-County Cattle Producer Organization and each Dairy or Beef Breed Association or any other Farm Organization which has an interest in promoting the cattle industry shall qualify to become an affiliate organization of this cooperative if they meet the following qualifications.

- a. They have a dues paying membership.
- b. Their membership generally meets qualification for membership in the Wisconsin Cattlemen's Association.
- c. Pay the affiliation fee as established by the Board of Directors.
- d. Accepted by current Board of Directors.

Bylaw 6 Meetings

Section 1. Notice. Not less than seven (7) nor more than thirty (30) days before each annual meeting, written notice of the time and place of the meeting shall be given to the members or delegates personally or by mail to their last known addresses as shown in the cooperative records.

Section 2. Annual Meeting – Time. The annual meeting for membership shall be held as soon as possible after the audit report for the fiscal year is ready, but not later than one hundred eighty (180) days after the end of the fiscal year, at such time and place as the Board of Directors shall determine.

Section 3. Special Meetings.

- a. The president may call a special meeting of the members of the cooperative upon giving notice to the members in the manner herein described for an annual meeting, except that the notice shall also specify the purpose of the special meeting.

- b. Upon written demand signed by at least twenty percent (20%) of the members, the President shall call a special meeting for the purpose to which the demand relates, in the manner herein described.

Section 4. Quorum. A quorum at any member meeting shall be ten percent (10%) of the first one hundred (100) members plus five percent (5%) of additional members, present in person or represented by delegate. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller. Members represented by signed vote may be counted in computing a quorum only on those questions as to which the signed vote is taken.

Section 5 Business.

a. Order of Business. The order of business at the annual meeting, and so far as applicable at other meetings of members, shall be substantially as follows.

1. Roll call or registration
2. Proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers and committees
5. Unfinished business
6. New business
7. Election of directors
8. Adjournment

b. Rules of Order. Meetings of the members and the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised) except as otherwise provided in these Bylaws.

Bylaw 7
Board of Directors

Section 1. Nominations and Elections.

a. Voting Members

1. Each affiliate organization shall elect a director to the Board of Directors.
2. Two director-at-large shall be elected to a three (3) year term during the annual meeting.
3. The Wisconsin CattleWomen's Association shall elect a director to the Board of Directors with full voting rights and the right to hold office.
4. All Directors shall be members in good standing of the cooperative and the affiliate that they represent.
5. Qualified affiliate organizations may select a director on an annual basis, not to exceed six (6) consecutive years.
6. All directors may be elected to serve two (2) consecutive three (3) year terms. After being a director for six (6) years, the director shall vacate the office of director for at least one (1) year before eligible to be considered as a director again.

b. Ex-officio Members. The president of the cooperative shall request a statement from the Secretary of Wisconsin Department of Agriculture, Trade, and Consumer Protection then holding office and the Dean of the College of Agriculture and Life Sciences, University of Wisconsin, then holding office, stating their nomination and election of one ex-officio member each to the Board of Directors. The Executive Director of the Wisconsin Beef Council (or his or her designee) shall also appoint our ex-officio member to the Board of Directors.

Section 2. Vacancies. A director vacancy shall be filled by the Board of Directors by nominating and electing another member as director for the unexpired terms at either a special or regular meeting of the Board.

Section 3. Meetings. The directors shall hold their first meeting within thirty (30) days after the first annual meeting and not more than sixty (60) days after all other annual meetings. The directors shall hold a regular meeting at least once every three (3) months at such time and place as the Board shall fix. The president may call an additional meeting at any time and shall do so upon demand of a majority of the directors.

Section 4. Notice. Notice need not be given of the annual meeting of the directors if it is held immediately after the annual meeting of the members. Notice of all other director meetings shall be given to each director; or a meeting may be held on written waiver of notice signed by all directors.

Section 5. Quorum. Thirty percent (30%) of the voting directors shall constitute a quorum at a board meeting, but a lesser number may adjourn to another time upon giving notice to absent members of the time and place of the adjourned meeting.

Section 6. Bonds. The directors may require every officer, manager, and employee to who funds or other property of the cooperative are entrusted, or who is empowered to disburse or authorize the disbursement of its funds, or is charged with making or keeping its records, to furnish at cooperative expense, bond in such amount as the directors shall determine.

Section 7. Insurance. The Wisconsin Cattlemen's Association shall provide for the adequate insurance of the property of the cooperative and property in its possession or stored by it, and not otherwise adequately insured, and for adequate insurance covering liability to employees and the public. The Directors are authorized to purchase such insurance.

Section 8. Borrowing. The Board of Directors shall have power to authorize and approve the borrowing of money and the pledging and mortgaging of any or all of the assets of this cooperative as securities for the sum so borrowed.

Section 9. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or executive committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or executive committee members entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 10. Corporate Seal. The Board of Directors may adopt, alter, or abandon the use of the corporate seal.

Bylaw 8 Officers and Duties

Section 1. Directors.

- a. Elections. The directors, at their annual meeting, shall elect from their number a president and a president elect. They shall also elect a secretary and a treasurer, or secretary-treasurer, and such other officers as may be necessary who may or may not be directors.
- b. Method of Election. Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one nominee for the office being elected. If none of the nominees have a clear majority on the informal ballot, the chairman may declare the two high as candidates.
- c. All officers may be reelected to as many terms of office as the directors approve.

- d. Officer Vacancy. The directors shall elect any eligible member as an officer to the unexpired term for which there is a vacancy.
- e. Any director elected to the office of president-elect if elected during his normal term of office a member of the Board of Directors may continue to serve as a director through the presidency even though his normal term on the Board of Directors may have expired.
- f. The president shall be limited to serve two (2) consecutive terms of one (1) year each. The immediate past-president shall become a voting member on the Board of Directors and automatically be appointed to the executive committee.
- g. In case of the president being elected late in the term of directorship, the president would carry over as a director-at-large until the term of office is completed.

Section 2. Executive Committee.

- a. The Board of Directors may elect an executive committee of not less than three directors that shall have all the powers of the Board of Directors within the limitation fixed by law.
- b. A copy of the minutes of each meeting shall be placed on file and kept available to all directors.

Section 3. Duties of Officers.

- a. President. The principal duties of the president shall be to preside at all meeting of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the cooperative. The president shall have authority to sign all certificates, contracts, and legal instruments or delegate such authority.
- b. President-Elect. The principal duties of the president-elect shall be to discharge the duties of the president in the event of the absence or disability for any cause whatever of the latter.
- c. Secretary. The principal duties of the secretary shall be to oversee the administrative assistant responsible for keeping records of the proceedings of the Board of Directors and the proceedings of the members of the cooperative at their regular and special meetings, and safely keeping all books, papers, records, documents and correspondence belong to the cooperative, or in any way pertaining to the business thereof.
- d. Treasurer. The principal duties of the treasurer shall be to keep and account for all monies, credits, and property of any and every nature of the cooperative which shall come into his hands; to keep an accurate account of all monies received and disbursed and proper vouchers for monies disbursed; to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and to generally carry out all matters pertaining to this office as shall be required by the Board of Directors.

Section 4. Check Signing. All checks, notes, bills of exchange and other instruments calling for payment of money which shall be issued by the cooperative shall be signed by such officers as the Board of directors may from time to time designate.

Section 5. Compensation for Officers. The Board of Directors may set the compensation for officers on a per diem basis. The treasurer or secretary when not a director may be employed on a regular salary.

Section 1. The Board of Directors may by resolution designate one or more committees of directors. Each committee shall consist of at least three directors or voting members. Committees shall have powers specified in such resolution.

Bylaw 10
Wisconsin Beef Council Directors

Section 1. The cooperative has seven (7) directors to the Wisconsin Beef Council, Inc.. All directors shall be producers of beef and/or veal.

Section 2. The president, immediate past president and president-elect of the cooperative shall sit on the Wisconsin Beef Council, unless indicated otherwise.

Section 3. The term of office for the directors to the Wisconsin Beef Council, Inc. will be three (3) years, or until his or her successor takes office, and each Director may not serve more than two (2) full consecutive terms.

Section 4. Any director elected to the Wisconsin Beef Council, if elected during his normal term of office as a member of the cooperative's Board of Directors, shall be eligible to serve the Wisconsin Beef Council for two (2) full consecutive terms and shall continue to serve as a director to the cooperative until the term on the Wisconsin Beef Council expires.

Bylaw 11
Capital Structure

Section 1. The Board of Directors shall establish dues and fees as may be required for operation of the cooperative.

Section 2. All fees levied and collected shall be income to the cooperative.

Section 3. Adequate unallocated reserves for depreciation, obsolescence and losses for bad accounts shall be established and maintained.

Section 4. Any net earnings after payment for all costs and expenses, together with reasonable reserves, may be retained by the cooperative as unallocated surplus.

Section 5. None of the earnings shall be distributed to, or inure to the benefit of members of patrons.

Section 6. In case of dissolution any remaining funds of the cooperative shall be given to a similar nonstock nonprofit organization with like purposes, as determined by the Board of Directors.

Bylaw 12
Audits

Section 1. At the close of each fiscal year, and at such other times as the Board of Directors shall determine, the officers shall make or cause to be made an accurate written statement of the financial condition of the cooperative, including when required, an accurate inventory of all its property.

Section 2. At the close of each fiscal year, and at such times as the Board of Directors shall determine, the books and accounts of the cooperative shall be reviewed and a written report be prepared for the Board of Directors. The Board of Directors may determine that the books and accounts of the cooperative should be audited at any time.

Bylaw 13

Fiscal Year

Section 1. The fiscal year of this cooperative shall end on December 31.

Bylaw 14
Amendment of Bylaws

Section 1. The directors are authorized to adopt or amend Bylaws. Bylaws adopted or amended by directors shall be reported to the members at the next membership meeting.

Section 2. By a majority vote of the members, Bylaws may be enacted, amended or repealed at any regular meeting or special meeting called for the purpose.

1/21/89