

## **MISSION STATEMENT**

Provide services and programs to its members and young people so that they might attain a better living from their involvement with Holsteins.

## **CONSTITUTION AND BYLAWS OF THE OHIO HOLSTEIN ASSOCIATION**

### **ARTICLE I NAME**

The name of the organization shall be the Ohio Holstein Association Incorporated.

### **ARTICLE II LOCATION**

The location of the Association headquarters shall be 1375 Heyl Road, Wooster, OH 44691.

### **ARTICLE III PURPOSE**

Section 1 The purposes of the Association shall be:

First: To assume the responsibility for the administrative management of the Association for its members and by so doing, provide a sound base from which to direct a program of member education, promotion, public relations, and information.

Second: To maintain general dairy industry acceptance of Registered Holsteins as a result of the breed's genetic and economic contribution through participation in Holstein Breed Improvement programs.

Third: To accept leadership responsibilities in all phases of the dairy industry.

Fourth: To encourage each member to adopt effective techniques in advertising and merchandising to promote their own operations, as well as the Holstein breed.

Fifth: To support effective legislation and the enforcement of laws regarding eradication of contagious bovine diseases.

Sixth: To encourage members to be actively involved in milk marketing and to support dairy cattle research.

### **ARTICLE IV DEFINITIONS**

Use of the pronouns he/him used in the Bylaws includes both male and female members.

## **BYLAWS**

### **ARTICLE 1 MEMBERSHIP**

Section 1 Any individual, firm, partnership or corporation engaged in the breeding of Holstein cattle (registered or unregistered) or any individual interested in the welfare of the Holstein industry is eligible for membership.

Section 2 Upon receipt by the Board of Directors of a complaint against any member alleging fraud, attempted fraud, or conduct detrimental to the best interest of the organization or another member, the Board of Directors shall notify said member of the complaint and designate a time and place when a hearing will be held. The hearing board shall consist of the four immediate past-presidents of Ohio Holsteins Association with the most recent past-president to serve as chairman. After said hearing at which the accused may be heard and represented by counsel, the Board of Directors may expel or suspend said member from the organization if occasion demands by majority vote of the full board.

A. In addition to the provisions herein before provided for the Section 2 (above) any person or firm found in violation, or guilty of misconduct or any other fraudulent practice either by the Holstein Association USA Inc or a production testing association used by any member, may be, immediately upon receipt of such notice of finding from either the Holstein Association or from a product testing association to this Association, expelled or suspended from this Association for such period of time as is determined by the Executive Committee of this Association. Such members so expelled or suspended shall have the right to appeal within thirty (30) days after receipt of written notice of the decision of the Ohio Holstein Association's Board of Directors and to a hearing as provided for in Article I, Section 2, of the Association Bylaws.

Section 3 The Board of Directors shall have the power to bestow honorary membership upon any person who, in its opinion, deserves such recognition.

Section 4 The membership drive shall be from October 1 through February 1 of each year. The membership shall be January 1 through December 31.

Section 5 The state membership chairman will be appointed by the Executive Committee and this person shall presently be a State Board Member. The Membership Committee shall consist of one member from each district. This person will serve as membership chairman of that particular district.

Section 6 A new member (one who has not previously belonged to the Ohio Holstein Association) that joins after July 1, will pay half the fee.

## **ARTICLE II DUES**

Unless otherwise determined by a two-thirds vote of the members of delegates at the state annual meeting, membership dues shall be as follows:

- A. \$60 per year, plus \$1.00 for each Registered (any % RHA) Holstein, up to 300 head, in the herd which has freshened at least once; \$.50 per head greater than 300. There will be a cap on the total bill \$500. The dues of members to be paid by December 1 will be discounted ten (10%) percent.

- B. The Board of Directors will determine on an annual basis the rebate percentage to districts upon receipt of finance and membership committee reports. At the annual meeting, the treasurer shall issue a rebate check to each district.
- C. It shall be at the board's discretion to implement or devise any incentive plans related to the districts.

**ARTICLE III     DISTRICTS**

The state shall be divided into districts with each district boundary lines subject to change as Holstein membership changes. Each district shall organize and develop a program for the promotion of Registered Holstein cattle.

**ARTICLE IV     MEETINGS OF MEMBERS**

Section 1 There shall be a regular annual meeting of members at such place and date as determined by the Board of Directors. The Call for the meeting shall be published at least 60 days prior to the date of the meeting.

Section 2 Special meetings of the members during the year may be called if deemed advisable by the Board of Directors. In such cases, notice must be given by the secretary at least seven days prior to the meeting.

Section 3 The annual meeting shall be made up of delegates chosen by the members. Each district shall be entitled to one delegate and one additional delegate for each ten members or major fraction thereof (six or more). The date for this delegate count shall come from the September 30 membership count.

Section 4 Thirty percent (30%) of the eligible delegate body shall constitute a quorum for transaction of business at any meeting.

Section 5 On any matter coming before the membership present at the Annual Meeting, only the registered and recognized delegates will be eligible to vote.

**ARTICLE V     OFFICERS AND DIRECTORS**

Section 1 Any member, in good standing, shall be eligible for election as an officer or director.

Section 2 The officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer to be elected by the delegate body at the Annual Meeting.

Section 3 A nomination committee shall be appointed by the Executive Committee to accept or make nominations for officers, and prepare a slate of nominees (when a vacancy is to be filled) to be presented to the delegate body when in session at the annual meeting as follows:

Not less than one name for President

Not less than two names for Vice President

Not less than two names for Secretary

Not less than two names for Treasurer

Additional nominations may be made from the floor. The term of office for the President and Vice-President shall be limited to two successive one-year terms. The terms of office for the Secretary shall be limited to three successive one year terms; the Treasurer shall be limited to four successive one year terms. These officers shall serve until their successors are elected and / or qualified.

#### Section 4

- A. Each district shall have one director to the Board of Directors. The term of office shall be for three years and a director may serve two terms consecutively. Term of office of a director shall start at the reorganization meeting of the Board following the annual meeting.

The responsibilities of the district directors include:

- a. Serving as a liaison between the district club and the state board.
  - b. Keeping the local and district clubs informed of state activities and policies.
  - c. Answering questions regarding policy of the state board.
  - d. Keeping the state office informed of upcoming district and local activities.
- B. The board member will also act as a liaison to the state office in their selection of cattle for consignment sales.
  - C. Serving as an information source, the board member should let the state office know of breeders that might need assistance in the areas of merchandising (either buying or selling) or new members who might need encouragement with registering Holsteins.
  - D. For a district to be eligible to elect a second director there must be more than 150 members in the district, based on membership as of September 30 of the previous year. This director will be elected by the district for a three-year term and shall serve no more than six consecutive years. IF the membership falls under 150 in subsequent years on September 30, the district will not be eligible for to elect / re-elect a second board member. However, both current board members will continue until the end of their respective terms.
  - E. After being off the board for one year, a board member is eligible for re-election.
  - F. Term of office of a director shall start at the reorganizational meeting of the Board following the Annual Meeting.

Section 5      The Board of Directors will hold at least four (4) meetings per year. The president may call additional meetings at any time and shall do so upon the request of the majority of the Board of Directors.

Section 6 The Executive Committee will consist of the President, Vice-President, Secretary, Treasurer plus two members elected from the Board and the immediate past president who shall have full voting rights. The two members will be elected at a re-organizational meeting of the Board of Directors immediately following the conclusion of the State Annual Meeting. Executive Committee meeting will be called at the discretion of the President.

## **ARTICLE VI DUTIES OF OFFICERS**

Section 1 The President shall preside at all meetings. He shall have the secretary call all special meetings. He shall appoint, annually, an auditing committee except when such committee is appointed by the Board of Directors, or if the organization is being served by a licensed Certified Public Account.

Section 2 The President, with the Executive Committee, will annually appoint committees charged with the responsibility of planning, developing, and executing programs embracing the following areas:

Junior activities, memberships, breed improvement, promotion, program development and evaluation, Holstein show, merchandising and sales, Ohio Holstein News, Buckeye Breed Builders, finance, resolutions, and annual meeting.

Section 3 The President, with the Executive Committee, shall appoint three property trustees to be responsible for all Association property. Final authority on all matters pertaining to the Association property remains with the Board of Directors.

Section 4 The Vice-President shall preside at all meetings in the absence of the president and shall perform the duties assigned to that office. He will serve as chairman of the Program Development and Evaluation Committee.

Section 5 It shall be the duty of the Secretary to keep an accurate list of the members, record the acts and proceedings of the members and of the board, to give all notice required in the Bylaws and to perform all the duties usually pertaining to the office. On the expiration of his term of office, he shall deliver all books, papers, and property of the Corporation Association in his hands to his successor or to the President. A person (office manager) designated by the Board of Directors may perform the duties of the secretary.

Section 6 The Treasurer shall receive all funds of the Association; collect all money due and receipts for the same. He shall pay and preserve all vouchers for bills and expenses of the Association when so directed by the Board of Directors. He shall be custodian of all the funds of the organization, and shall take care of other property belonging to the Association, and shall make a full report at the annual meeting. A person (office manager) designated by the Board of Directors may perform the duties of the treasurer.

Section 7 At the death or resignation of an officer, the vacancy may be filled for the un-expired term by a majority vote of the Board of Directors.

Section 8 Board members are required to attend all meetings of the Board of Directors during the year. If a Board member misses two (2) consecutive meetings, he and the president of his district will be notified. If three (3) consecutive meetings are missed, he and his district president will be notified of his expulsion. His successor is to be appointed by his district within 90 days. Failure of the district to comply will result in an appointment by the Board of Directors. In case of death or resignation, the district will appoint a new director to fill the un-expired term of said director.

Section 9 The Board of Directors will be responsible for setting policy for the Association and for maintaining an active and viable membership.

Section 10 A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Section 11 The Executive Committee will have charge of the management of business and affairs of the Association in the interim between meetings of the Board. They shall at all times act under the direction and control of the Board and shall report to the Board on all actions taken, this to become part of the records of the Association. Four members of this committee shall constitute a quorum for the transaction of business.

The Executive Committee shall be responsible for personal decisions regarding persons to carry out activities of the Association. They shall conduct an annual evaluation with personnel each December.

Section 12 Reimbursement for the expenses incurred by the board members and National Director will be limited to mileage in the performance of their duties. When such expenses are incurred by board members on special assignments, the board or executive committee may authorize compensation.

Section 13 The officers and immediate past president are considered members of the Board of Directors.

## ARTICLE VII

None of the income or assets of the Association shall revert to or accrue to the benefit of any individual person or member.

## ARTICLE VIII

The Constitution and Bylaws may be amended at any annual meeting by a two-thirds vote of the delegates present, provided due notice of such amendment has been given in the Call for such meeting.

#### ARTICLE IX

The fiscal year of the Association shall end on September 30.

#### ARTICLE X

Section 1 To insure unity behind Ohio's candidate at the National Convention, the following procedure shall be followed. In the year when the term of office of the National Director from our area will expire, or in the event of death or resignation, the Nominating Committee will submit a minimum of one (1) name to the delegate body for a candidate to be chosen.

Section 2 The candidate elected must receive a simple majority of the vote cast.

Revised and approved March 2022