

Association Bylaw Changes

Amendments passed in November affect who can vote, nomination period.

Story & photos by *Kasey Brown*, associate editor

Members should be aware that a few important bylaws of the American Angus Association were amended at the National Convention of Delegates in November 2015. Most notably, two amendments affect who can serve as voting delegates and the timing and duration of the nomination

period. Chris Stallo, vice president of operations, and Diane Strahm, executive administrative assistant, explain the differences.

Eligible voting members

The biggest change affects who can be an eligible voting member — those who

are able to nominate, be nominated, vote or be elected in the annual election of delegates. According to the approved amendment, eligible voting members must be regular or active life members of the American Angus Association and 18 years of age or older.

CONTINUED ON PAGE 20



The second change is that eligible voting members must have either registered at least one animal or have done a set amount of business, not counting membership fees, with the American Angus Association or Angus Genetics Inc. (AGI) within the last year before the start of the nomination period. The level of business to be done is set by the Board of Directors at \$250. Stallo emphasizes this change ensures that voting members have a vested interest in the Angus business.

Nomination period shift

With the change of the Annual Convention of Delegates from being tied to Angus events at the North American International Livestock Exposition (NAILE) in Louisville to the National Angus Convention & Trade Show with dates earlier in the month of November, the need arose for a new floating nomination period, notes Strahm. The amendment voted on last November effectively changed the nomination period previously defined

as April 1-June 30 to a more flexible period instead. The nomination period will begin no later than 210 days before the Convention and end no later than 150 days before Convention. This will give office staff a feasible timeline to prepare, process and mail ballots in a professional fashion.

The nomination period also changed from 90 days to 60 days. Strahm says it shouldn't impact the reach of the nomination process, because even under the existing 90-day process, 76% and 82% of the

Revised bylaws, as amended in November 2015

Section 2.9. Active vs. Inactive Members

Each member shall be subject to classification by the Association as either Active or Inactive. Inactive Members shall not share in the benefits of membership. Specifically, an Inactive Member may not act in the appointment of delegates and may not serve as a delegate or alternate delegate. Additionally, no Inactive Member may serve as an officer or director of the Association. An Active Member shall be defined as follows:

- (a) A Life and Nonresident Member shall be considered Active if they engaged in the registration of purebred Angus cattle within the last three (3) years.
- (b) An Annual Junior Member shall be considered active if such member has paid annual dues in the past 12 months. A multiple year Junior Member shall be considered active if they have engaged in the registration of purebred Angus cattle within the last six (6) fiscal years.
- (c) A Regular Member shall be considered Active if such member has paid annual dues in the past 12 months.
- (d) An Affiliate Member shall be considered Active if they have had at least one (1) registered Angus animal transferred to their membership within the last three (3) fiscal years.

All other members shall be considered Inactive. (As amended on Nov. 5, 2015)

Section 3.5. Determination of Number of Delegates and Alternate Delegates

The number of delegates and alternate delegates to which each district is entitled shall be determined by the lists of Active Life Members and Active Regular Members recorded in the office of the Association each year on the last business day of the month in which the nomination period begins, and by the number of registrations processed for each district during the prior fiscal year. Each district shall be entitled to one (1) delegate and one (1) alternate delegate. In addition, each district shall be entitled to one (1) additional delegate and one (1) additional alternate delegate for every one hundred (100) Active Life Members or Active Regular Members (rounded up or down to the nearest whole delegate number), residing in such district. Furthermore, each district shall be entitled to one (1) delegate and one (1) alternate delegate for each three thousand (3,000) registrations processed from such district during the Association's prior fiscal year. Notwithstanding the foregoing, each district having

- (i) more than twenty-five (25) Active Life Members or Active Regular Members but not more than one hundred fifty (150) Active Life Members or Active Regular Members, and
- (ii) less than three thousand (3,000) registrations processed from such district during the Association's prior fiscal year, shall be

entitled to one (1) additional delegate and one (1) additional alternate delegate. (As amended on Nov. 5, 2015)

Section 3.6. Determination of Eligible Voting Members

In order to be eligible to (1) receive and submit a nomination form, (2) receive and submit a ballot to vote for the delegates, and (3) be nominated and elected to serve as a delegate, each of the following criteria must be met:

- (a) The individual must be (or be associated with) an Active Regular or Active Life Member when the nomination period begins;
- (b) The member or individual acting on behalf of the member must be 18 years of age when the nomination period begins; and
- (c) The member must have done one of the following during the preceding 12 months from when the nomination period begins:
 - (i) conducted a threshold dollar amount of business (excluding membership fees) with AAA and/or AGI, such threshold dollar amount to be set by the Board of Directors in its discretion from time to time; or
 - (ii) registered at least one animal.

If the member meets these criteria, then the member will be considered an "Eligible Voting Member" and be able to participate in the election process. (As adopted on Nov. 5, 2015)

Section 3.7. Nomination of Delegates

- (a) Upon the Association determining the number of delegates and alternate delegates applicable to each district, each district shall determine the individual delegates and alternate delegates to attend the Annual Convention of Delegates. No later than 210 days before the date of the Annual Convention of Delegates each year, the Chief Executive Officer shall notify each Eligible Voting Member of such member's right to nominate one delegate candidate. The Board of Directors may determine the form and method of delivery from time to time. The nomination period shall run from the date that nomination forms are distributed until the date that is 150 days before the Annual Convention of Delegates. (As amended on Nov. 5, 2015)
- (b) Nomination shall be on a form provided by the Association and delivered to the Chief Executive Officer.
- (c) Only one representative of each Eligible Voting Member may nominate delegates. Although multiple individuals affiliated with any Eligible Voting Member are eligible to be nominated as delegates, the name of only one individual affiliated with a particular Eligible Voting Member may actually be placed on the ballot as a candidate for delegate. In the event that more than one individual affiliated with a particular Eligible Voting

nominations in 2014 and 2015, respectively, were received within the first 60 days, she adds.

Another notable change, memberships must be renewed and business must be done with the Association or AGI before the nomination period begins. New members joining after the nomination period begins are not eligible to vote until the next year. If your membership will be in question, be sure to renew it by the end of the business day preceding the first day

of the nomination period. In 2016, the nomination period will begin April 11, so memberships will have to be renewed or purchased prior to then.

The third amendment is really more of a housekeeping update of the bylaws to catch up with current practices and policy, say Stallo and Strahm. It revised the definitions of active regular or junior membership so that the annual payment of dues requirement is based upon the trailing 12-month period rather than the

Association's current fiscal year. It also eliminates the possibility of members artificially moving in and out of active status based upon fiscal year start and end dates that are no longer relevant to the due dates for membership fees.

A listing of the amended bylaws follows. The complete set of bylaws can be read in the *Breeder's Reference Guide* available at www.angus.org/General/gnr1NewMem.aspx.



Member is nominated as a delegate, the selection of the one individual whose name is to be placed on the ballot as a candidate for delegate shall be made by a representative of such member; provided, however, if a representative of such member fails to make such selection, the name of the individual affiliated with such member whose name was first placed in nomination, as determined by the Association's records, shall be placed on such ballot. A representative of an Eligible Voting Member who makes such nomination may only nominate an individual (including himself or herself) (1) who resides in the district of the nominator and (2) who is affiliated with an Eligible Voting Member. (As amended on Nov. 5, 2015)

- (d) The term "resides in" shall mean the district in which the nominator and nominee engages in the breeding and registration of Angus cattle. However, no member may be a nominee from more than one district.

Section 3.8. Election of Delegates

- (a) The Chief Executive Officer shall prepare a ballot for each district, setting forth the date of the Annual Convention of Delegates, the name of the district, the number of delegates to be chosen by such district and the names of all of the candidates for the district, with such names listed in the order in which their nominations were received by the Chief Executive Officer. (As amended on Nov. 5, 2015)
- (b) The ballots shall be sent, by such method of delivery and in such form as determined by the Board of Directors from time to time, to all Eligible Voting Members at least one hundred twenty (120) days prior to the Annual Convention of Delegates. Only Eligible Voting Members may vote in the election of delegates. In order to be timely received, each ballot must be executed in accordance with the instructions accompanying such ballot and returned to the Chief Executive Officer at least ninety (90) days prior to the Annual Convention of Delegates. Ballots improperly executed or received less than ninety (90) days prior to the Annual Convention shall be null and void. (As amended on Nov. 5, 2015)
- (c) Each Eligible Voting Member may vote for the number of delegates to be chosen by the district, as indicated on the ballot. In lieu of voting in favor of a listed candidate, each Eligible Voting Member may write in the name of any other Eligible Voting Member residing in such district. (As amended on Nov. 5, 2015)
- (d) When the ballots are received by the Chief Executive Officer, he or she shall carefully preserve them until two (2) Election Observers have been appointed by the Board of Directors.



- Such appointees shall be active Regular or Life Members. The Election Observers shall observe the counting or computation of the ballots and may make determinations relating to improperly executed or submitted ballots. (As amended Nov. 5, 2015)
- (e) The candidate or candidates receiving the largest number of votes in each district shall be declared elected as delegates. In the event of a tie, such tie shall be broken by drawing one of the names from lot, and the name so drawn shall be declared elected as a delegate.
- (f) The delegate receiving the largest number of votes in each district shall be chairperson of the district delegation. In the event of a tie, such tie shall be broken by drawing one of the names from lot, and the name so drawn shall be declared the chairperson.
- (g) After the number of delegates to which each district is entitled have been elected, an equal number of candidates receiving the next largest number of votes shall be declared elected as alternate delegates for such districts. In the event of a tie, such tie shall be broken by drawing one of the names from the lot, and the name so drawn shall be declared elected as an alternate delegate. Alternate delegates shall be entitled to act as delegates only in the event that a delegate from such alternate delegate's district is unable or fails to attend the Annual Convention of Delegates, and in the precedence of the number of votes received by each. (As amended on Nov. 5, 2015)
- (h) Delegates and alternate delegates must remain affiliated with an Eligible Voting Member at the time of any Convention of Delegates in order to be eligible to vote at that Convention of Delegates. (As adopted on Nov. 5, 2015)