

NATIONAL JUNIOR ANGUS ASSOCIATION

BY-LAWS

ARTICLE I

OFFICES, RECORDS, AND PURPOSES

1. Offices. The principal office and location of the National Junior Angus Association shall be in St. Joseph, Buchanan County, Missouri.
2. Records. The Association shall keep correct and complete books and records of account, and shall also keep the minutes of its board of directors and committees having any of the authority of the board of directors. All books and records of the Association may be inspected by any member, or their agent or attorney, for proper purpose at any reasonable time.
3. Purpose. This organization (heretofore and hereinafter referred to as the "Association") exists solely as an educational and youth activity and is an unincorporated joint program activity of the American Angus Association and the Angus Foundation, and every provision of these Bylaws shall be construed consistent with this declaration. The purpose of this Association is both educational and charitable, including improvement and development of the capabilities of youth, both individually and through group participation, in breeding and raising Angus cattle, and developing leadership abilities along with participation of youth interested in promoting Angus cattle. The Board of Directors of the National Junior Angus Association shall serve as a communication link between the NJAA membership and the American Angus Association Board of Directors and Staff.
4. No member of this Association can legally bind, or act in the name of, the American Angus Association or the Angus Foundation without written prior consent of the American Angus Association or the Angus Foundation.

ARTICLE II

MEMBERSHIP

As a condition of membership in the Association, each member shall agree to conform to and abide by the by-laws, rules and regulations of the Association, and amendments or modifications thereto, which may from time to time be adopted.

1. Qualification of Members. As stated in the by-laws of the American Angus Association, applicants for Junior membership must be under 21 years of age and be residents of the United States, including its territories and possessions, or the Dominion of Canada. Junior membership shall be issued only to an individual and shall expire upon the attainment of age 21. Participation is acceptable through the calendar year of the individual's 21st birthday. Junior membership may be converted to a Regular membership upon payment of a conversion fee. Members shall be subject to classification as Active or Inactive. Active and Inactive members are defined as follows:

- a. 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 he/she is engaged in the registration of purebred Angus cattle within the last six years.
- b. A Junior member shall be considered Inactive if he/she meets neither of the criteria for active membership set forth in (a) above.

Membership in the National Junior Angus Association is completely separate from state junior Angus association membership.

Membership in the Association shall cease upon the death, resignation, or expulsion of a member, except as may otherwise be provided in the rules and regulations of the Association.

2. Voting. The voting rights of members shall be vested exclusively in delegates elected by the active members of the Association. Junior membership of the state shall elect two delegates and each such delegate shall be entitled to cast one vote on each matter submitted to a vote. Said delegates must be active members of the Association and must range in age between 14-20 as of January 1 of their delegate year. The individual members, as such, shall have no voting rights other than the right to vote in the election of delegates. National Board of Director candidates are not eligible to serve as voting delegates at the annual meeting concurrent with their candidacy.
3. Duty of Delegates. The duty of the delegates shall consist of voting on the Board of Directors only after attending the interview session of the candidates at the National Junior Show (time and place to be determined by the Board of Directors). Delegates shall also vote upon any other matter submitted by the Board of Directors to the delegates for voting purposes.

ARTICLE III

MEETINGS OF MEMBERS

1. Time and Place of Annual Meeting. The annual meeting of delegates shall be held in conjunction with the National Junior Angus Show each year. The meeting shall be held at a date, time, and location designated by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

1. General. The Board of Directors shall develop and carry out all programs of the National Junior Angus Association. In addition, the Board of Directors shall serve as a communication link between the NJAA membership and the American Angus Association Board of Directors and Staff. Each director shall represent not a particular state or region, but all NJAA members.
2. Numbers, Terms, Qualifications, and Election of Directors. The directors of the Association shall be twelve (12) in number, each of those serving at any one time having been elected from different states. Directors shall serve for one two-year term. Each state junior Angus association shall be entitled to nominate no more than one candidate for national director at each annual meeting of the members. Directors shall be elected by a plurality vote of the delegates entitled to vote and shall hold office until their successors are duly elected and qualified. In the event

of a tie, a runoff shall occur between the candidates involved. To be eligible for election, board candidates must not have reached their twenty-first birthday before January 1 of their election year.

3. Resignation. Any member of the board of directors may resign at any time by giving written notice thereof to the remaining members of the board of directors. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
4. Vacancies. Vacancies in the membership of the board of directors resulting from any cause may be filled by a majority vote of the remaining members of the board of directors at their next regular meeting or at a special meeting called for that purpose. A member appointed to fill a vacancy created by any reason, shall serve for the unexpired term of their predecessor in office and until their successor has been elected and qualified. The member filling the vacancy shall be eligible to run for election to serve an additional full two-year term.
5. Meetings. The NJAA board members are required to attend the four official board meetings: (1) a regularly scheduled fall meeting; (2) a regularly scheduled winter meeting; (3) a regularly scheduled spring meeting; (4) and in conjunction with the National Junior Angus Show. If a NJAA Board of Director is unable to attend a meeting, a written explanation to the Director of Events and Education must be received sixty (60) days prior to the scheduled meeting. The absence must be approved by the NJAA Chairperson, NJAA Vice Chairperson and Director of Events and Education.
6. Regular Meetings - Notice. Regular meetings of the Junior Board of Directors shall be held without notice at such time and place as shall from time to time be fixed by resolution of the Junior Board of Directors. Any business may be transacted at a regular meeting.
7. Special Meetings - Notice. Special meetings of the Junior Board of Directors may be called by the Chairman or by at least a majority of the directors to be held at such time and location as requested by those calling the meeting, subject to the approval of the Director of Events and Education. At least ten (10) days written notice of the time, location and purpose(s) of any special meeting shall be provided to each director by those calling the meeting.
8. Quorum. At all meetings of the Junior Board of Directors, a majority or more of directors shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum, shall be the act of the Junior Board of Directors.
9. Committees. The Board of Directors may, from time to time, appoint standing or special committees that may include non-members of the Board of Directors. Standing or special committees appointed by the Board of Directors shall be charged with and limited to such responsibilities as the Board of Directors shall set forth by resolution.
10. Expenses. When the Junior Board of Directors meet for the transaction of Association business, their travel and lodging expenses incurred for such meetings shall be paid from the funds of the Angus Foundation, with prior approval of the Board and Director of Events and Education. Travel and lodging expenses shall be reimbursed for other activities approved by the Director of Events and Education.

Expense reports must be submitted within 30 days of the event at which expenses are incurred.

11. Conduct of Directors. All board members will conduct themselves in a businesslike manner at all Angus functions. The Director of Events and Education has the power and duty to issue written warnings to board members when needed. A warning may be issued (1) when a board member is not willing to perform an assigned task, (2) for general lack of cooperation, or (3) violation of the code of conduct contract. When a member receives a second written warning from the Director of Events and Education he/she will be removed from the board. In addition to the foregoing, a board member may be removed from the board at any time if, in the sole discretion and judgment of a majority of the group comprised of the Chief Executive Officer (CEO) of the American Angus Association, any of the three junior board advisors and the Director of Events and Education, the conduct of such board member is determined to be such as to warrant immediate removal from the board.

ARTICLE V

OFFICERS

1. General. The officers of the association shall consist of Chairman, Vice-Chairman, Communications Director, Membership Director, Foundation Director, and Leadership Director. All officers shall be members of the junior board of directors. The Chairman, Vice-Chairman, Communications Director, Membership Director, Foundation Director and Leadership Director shall be selected each year through an application and interview process. The judges will consist of the three (3) junior board advisors of the current year and Director of Events and Education. The judges will appoint the officer team for the upcoming year. The term of all officers shall be one year.
2. Election of Officers. Directors serving in the second year of their two-year term will receive applications for officer positions on May 1. Applications for junior board officer positions will be due July 1st to the Director of Events and Education. Interviews will be held at the National Junior Angus Show with the three advisors and the Director of Events and Education. Following the interviews, the three advisors and Director of Events and Education will appoint the upcoming officer team. The officer team will be approved by the Chief Executive Officer (CEO) of the American Angus Association.
3. Removal. Any officer may be removed by a two-thirds majority vote of the directors present at any regular meeting or special meeting called for that purpose, at which a quorum is present. In addition to the foregoing, an officer may be removed from office at any time if, in the sole discretion and judgment of a majority of the group comprised of the Chief Executive Officer (CEO) of the American Angus Association, any of the three junior board advisors and the Director of Events and Education, the conduct of such officer is determined to be such as to warrant immediate removal from the office held.
4. Vacancies. Vacancies caused by the death, resignation in capacity, removal, or disqualification of an officer of the Association shall be filled by a majority vote of the Junior Board of Directors at any regular or special meeting called for that

purpose and such person so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the National Junior Angus Association when their successor will be duly elected and qualified.

5. Chairman. The Chairman holds the following responsibilities: organize and lead meetings; attend at least one American Angus Association board meeting as an official representative; hold monthly conversations with the Director and Assistant Directors of Events and Education; and co-chair the by-laws committee.
6. Vice-Chairman. The Vice-Chairman holds the following responsibilities: oversee committee operations and structure; assist in meeting planning and operations; serves as liaison to Angus Ambassador; attend at least one American Angus Association board meeting in the absence of the chairman; serve in the absence of the chairman; and co-chair the by-laws committee
7. Communications Director. The Communications Director holds the following responsibilities: board editor of the *Directions* newsletter (with the assistance of the *Angus Journal*); oversee writing and submission of *Angus Journal* Next Generation articles, organize the minutes of the meetings for emailing after each meeting; organize official board correspondence and letter writing to others; maintain social media outlets of the NJAA; and chairman of the communications committee.
8. Membership Director. The Membership Director holds the following responsibilities: in charge of all contests at the National Junior Angus Shows, responsible for Raising the Bar trainings, STAR trainings, and Green Coats: Coast to Coast program; and chairman of the membership committee.
9. Foundation Director. The Foundation Director holds the following responsibilities: in charge of recognition awards and the display; in charge of Angus Foundation fundraising; in charge of the Angus Foundation Heifer Package with assistance from the American Angus Association; and chairman of the Angus Foundation committee (i.e. honorary Angus Foundation selection, other fund drives and Angus Foundation promotion).
10. Leadership Director. The Leadership Director holds the following responsibilities: in charge of providing leadership programs at meetings and shows; responsible for National and Regional Leaders Engaged in Angus Development (L.E.A.D.) conferences; and chairman of the leadership committee.
11. Advisory Board. The Advisory Board shall consist of three members serving a three-year term each. The advisory board will consist of one American Angus Association senior board member; one American Angus Auxiliary committee member; and one staff member of the American Angus Association or the *Angus Journal*. The advisory members are encouraged to attend at least one junior Angus board meeting per year.

ARTICLE VI

MISCELLANEOUS

1. Amendments. The by-laws of the Association may from time to time be altered or amended in any respect or repealed in whole or in part, by a vote of two-thirds of the delegates present at any annual or special meeting at which a quorum is present or by a majority vote of the National Junior Angus Association Board of Directors and will be effective until the first annual meeting following these changes, after which they must be approved by a two-thirds vote of the official delegates representing a quorum at that meeting to remain in effect. All by-law changes must be presented in written form to the delegates prior to voting.