

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 his 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. A Junior member shall be considered Active if he is engaged in the registration of purebred Angus cattle within the last six years.
 - b. A Junior member shall be considered Inactive if he has not registered any animal for six or more consecutive years. Such Inactive member shall be reinstated upon the resumption of the registration of animals.

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. By-laws of Organizational Members. All state junior Angus associations must operate under state by-laws that are in accordance with the by-laws of the National Junior Angus Association. These must be on file with the Director of Junior Activities of the American Angus Association in St. Joseph, Missouri.
3. Voting. The voting rights of members shall be vested exclusively in the organizational members. 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 of the members. Said delegates must be junior, life, or regular members of the Association and must range in age of 14-20 as of January 1 of their delegate year. The individual members, as such, shall have no voting rights. National director candidates are not eligible to serve as voting delegates at the annual meeting concurrent with their candidacy.
4. 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. Place of Annual Meeting. The annual meeting of members shall be held in conjunction with the National Junior Angus Show each year.
2. Time of Annual Meeting. The annual meeting of the organizational members shall be held on a date that is concurrent with the annual meeting date of the membership of the National Junior Angus Association each year, at a time designated by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

1. General. The Board of Directors shall develop and carry out all programs as directed by the general membership. 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 his predecessor in office and until his 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 will meet in conjunction with the following events unless otherwise agreed upon: (1) a regularly scheduled meeting of the American Angus Association Board of Directors; (2) the National Junior Angus Show; and (3) any meeting held at the discretion of the Board of Directors as determined by resolution, or written consent of all members of that board.
6. Annual Meeting. The newly elected members of the Junior Board of Directors, together with the previous twelve board members shall meet following the annual meeting of members. The retiring directors will serve in an advisory capacity, but will have no voting privileges.
7. 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.
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 Junior Activities. Travel and lodging expenses shall be reimbursed for other activities approved by the Director of Junior Activities. Expense reports must be submitted within 30 days of the event at which expenses are incurred.
11. Budget. The NJAA board is required to develop an annual budget which is subject to approval by the Angus Foundation Committee of the American Angus Association.
12. Conduct of Directors. All board members should conduct themselves in a businesslike manner at all Angus functions. The Director of Junior Activities has the power and duty to issue warnings to board members when needed. Warning may be issued 1) when a board member is not willing to perform an assigned task without a good reason, or 2) for general lack of cooperation by a board member. When a member receives two (2) warnings, it is grounds for removal from the board. 3) Conduct unbecoming of a junior board member or behavior disregarding the code of conduct or the constitution. Removal requires discussion and a two-thirds majority vote of directors at a regular meeting, or a special meeting called for that purpose.

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 elected each year by a majority

vote of a quorum of the twelve member board of directors of the current 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 be accepted for officer nomination at the July board meeting. Following the close of nominations, the nominees will be asked to leave the room and return individually with a brief summary of their plans and objectives for the NJAA and aspired office. Followed by discussion from the floor on behalf of that director, votes will be cast by secret ballot. This election procedure will be followed for each office. The order of elections will start with Chairperson, followed by Vice-Chairperson, Communications Chair, Foundation Chair, Leadership Chair, and Membership Chair.
3. Removal. Any officer so elected 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, provided that such removal shall be without prejudice to the contract rights, if any, of the person removed.
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 his successor will be duly elected and qualified.
5. Chairman. The Chairman holds the following responsibilities: organize and lead meetings; appoint committee members; attend at least one American Angus Association board meeting as an official representative; hold monthly conversations with the NJAA Junior Activities Director; 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; attend at least one American Angus Association board meeting in the absence of the chairman; serve in the absence of the chairman; co-chair the by-laws committee; handbook revision, recordbook distribution and revision, publication of any promotional materials, and technology based information.
7. Communications Director. The Communications Director holds the following responsibilities: board editor of the newsletter (with the assistance of the *Angus Journal*); organize the minutes of the meetings for mailings after each meeting; organize official board correspondence and letter writing to others; and chairman of the communications committee.
8. Membership Director. The Membership Director holds the following responsibilities: in charge of booth (distribution and rebuilding); coordinate scrapbook; and in charge of the contests and awards (speaking, poster, team sales, cook-off, etc...).
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 board will rotate with one new member each year to be selected by the junior board. 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 voting members of the Association, which power may be exercised 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.