

Meeting Procedure

Bylaws outline basic procedures for the American Angus Association Annual Convention of Delegates, from the order of business to handling amendments from the floor.

by Shauna Rose Hermel

In mid-November, the members of the American Angus Association that you selected as delegates and alternates will convene in Louisville, Ky., to conduct the organization's business meeting, the Annual Convention of Delegates. This year the Association will host its 128th Annual Convention.

The secret to a good meeting is organization, and you'd think after 127 years of practice, the American Angus Association would have it down to a science. Much of the meeting procedure and agenda is actually set forth in Article III of the Association's bylaws.

For instance, the bylaws stipulate that the convention has to be conducted within 180 days of the close of the Association's fiscal year — at a time and place chosen by the Board. Since Sept. 30 is the close of the fiscal year, the Annual Convention of Delegates has to be convened before March 28, 2012, but it could be conducted anywhere and at any time the Board specified within that time period.

Previously convened in Chicago, since 1975 the Annual Convention has been conducted in conjunction with the North American International Livestock Exposition (NAILE) in Louisville, Ky., with one exception. The meeting was moved to Denver in conjunction with the National Western Stock Show one year, but it was moved back to Louisville the following year.

Delegates conduct business

In this "Your Association: Your Business" series, we've already covered how delegates and alternates are selected for each state. The list of delegates and alternates for this year's meeting is published in this October issue along with the biographies of the candidates running for election to the Board.

This year members elected 332 delegates and 306 alternates (342 each allowed). Of the potential 684 delegates and alternates, 638 positions were filled, representing 43 states, the District of Columbia and Canada. Seven states will go without representation because no eligible delegate was nominated or voted in to represent the state.

YOUR ASSOCIATION *Your Business*

THIS MONTH: Annual Convention

In February we embarked on a series of articles highlighting the structure and rules governing the American Angus Association with the goal of helping you make the most of your membership experience.

- ▶ In February, we covered the Association's committee structure.
- ▶ In March, we looked at the process for nominating delegates to the Annual Convention of Delegates.
- ▶ In April we addressed how the Board of Directors functions throughout the year.
- ▶ In the May issue, we explained who can run for the Board and how to declare your candidacy.
- ▶ In June we described the ballot process for electing delegates to serve at the Annual Convention.

This month we look at the Annual Convention of Delegates — how the meeting is organized, what the bylaws stipulate and how members can bring issues before the delegates.

To conduct the business of the Association, a quorum must be present. The bylaws specify a quorum to consist of one-half of the delegates entitled to vote. The bylaws stipulate, "Every decision of a majority of the delegates constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the Charter or by these Bylaws."

Each delegate has one vote. Cumulative voting and voting by proxy are not allowed.

Most of the issues presented to the delegates for vote at the Annual Convention require only a majority vote. The clearest example of this simple majority is the

election of the officers and the members of the Board.

But some motions at the Annual Convention require greater than a simple majority to pass. An amendment to the Association's Charter, for instance, requires a 67% majority vote. A motion to amend a bylaw of the Association can require either a simple majority vote if presented in writing to the delegates 30 days prior to the convention or a super majority (75%) if the proposed bylaw is not presented in writing until the Annual Convention.

If you have an amendment to the bylaws that you would like to propose to the delegates, contact an officer, a Board member or the CEO. They can usually provide guidance on whether the proposed amendment would conflict with any of the Association's rules or bylaws.

While submission of proposed amendments that conflict with the bylaws or rules has *not* historically been a problem for the Association, the best way to avoid confusion and unintended results is to flag the issue beforehand with a Board member, officer or the CEO.

Order of business

The bylaws actually spell out the order of business for the Annual Convention, making note that the presiding officer (which the bylaws stipulate is the president and chairman of the Board) can change the order of business at his or her discretion. The order of business presented in the bylaws includes:

- a. Call to order
- b. Report of election observers
- c. Roll call
- d. Reading and approval of the minutes of the preceding meeting
- e. CEO's report
- f. Treasurer's report
- g. Election of a director to fill each unexpired term to which an interim appointment was made by the Board
- h. Election of a director to fill each unexpired term that was not filled by an interim appointment by the Board

- i. Election of five directors to each serve a three-year term
- j. Other reports
- k. Unfinished business
- l. New business
- m. Election of the person to serve as president and chairman of the Board
- n. Election of the person to serve as vice president and vice chairman of the Board
- o. Adjournment

As the meeting progresses, a professional recording service records a transcript of the meeting. That transcript and the official minutes of the meeting are archived at the Association headquarters in Saint Joseph, Mo. Members can visit the office to view the minutes.

The meeting recorder sits with the parliamentarian, who is elected by the Board at the meeting at which the committees and entity Boards are elected. The Annual Convention is not governed by *Robert's Rules of Order*, which can cause some procedural confusion, as many of us learned those rules through FFA and 4-H.

Filling the chairs

Seats are reserved in the meeting room for each state's delegates. Helpers are generally assigned and stationed at the door of the meeting room to help delegates find their reserved seat.

States have the responsibility of filling their delegate seats, first with the named delegates. If a delegate cannot attend, the first member listed as an alternate should be given the opportunity to fill the absent delegate's spot. If that person is not available, the second alternate should be asked to take on the absent delegate's role. Only delegates and alternates can serve as a voting delegate. If not enough delegates and alternates are available to fill the allotted spots, that state loses out on potential votes.

Ballots are prepared for known motions ahead of time. These ballots are distributed to the state chairmen prior to a vote to distribute to their respective delegations. After a vote, the chairman of each state collects the ballots for his or her state, seals them in an envelope and submits them to the tellers.

Delegates are pulled from the floor to oversee the counting of the ballots, which is done electronically.

A delegate can nominate someone from the floor to serve as an officer or director of the Board; however, that would not allow the candidate the opportunity to introduce him- or herself and address the membership in the candidate-delegate forum convened the day before the convention.



While the delegates do conduct the business of the Association, all members can benefit from attending the Annual Convention. There's much to learn about the status of the Association and plans for the future from listening to the CEO's annual report, the treasurer's report, addresses by the retiring and incoming presidents, as well as other informative presentations, such as the *I Am Angus* videos presented the last couple of years.

Year of duty

While it is a common perception that the "delegates are elected for Louisville," actually delegates are elected to a year of service.

While not usual, it is possible that additional meetings of the delegates could be called.

Article III, Section 3.3 provides notice that special meetings of the Convention of Delegates may be called if a majority of the Board of Directors directs the CEO to call a meeting or one-third of the elected delegates and alternates call for, in writing, such a meeting. A notice of the meeting must be sent to all delegates and alternates at least 30 days prior to the meeting, and only the business outlined in such notice can be acted upon at the meeting. The Board chooses the location for the meeting.

See you in Louisville.

