

# Called to Order

The Bylaws establish the basic framework for how the Board is to meet, elect leadership and conduct business.

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**A**rticles IV, V and VI of the Bylaws of the American Angus Association provide the ground rules for how the Association's Board of Directors is to function.

Directors are elected at the Annual Convention of Delegates (often referred to as the Annual Meeting), which currently takes place in conjunction with the North American International Livestock Exposition (NAILE) in Louisville, Ky., each November. A Board member's term officially begins when he or she provides written acceptance of the position or participates in the affairs of the Association at a Board meeting.

The Convention of Delegates is traditionally conducted Monday afternoon, with a Board meeting following. In the past that Board meeting, referred to in the bylaws as the Board's annual meeting, has been convened on Tuesday. Last year it was convened immediately after the Annual Convention of Delegates.

Those elected to a director position serve until the third following Annual Convention of Delegates and until the term of office of the director's successor has commenced, or until their death, incapacity, disqualification, resignation or removal. If for some reason there is a vacancy on the Board, the remaining Board can, by majority vote, elect a qualified member to fill the vacancy for the remainder of the term.

While the Association pays "reasonable expenses" incurred by the Board to attend Association-approved events or to conduct Association business, directorships are not paid positions. The Bylaws actually specify that directors cannot be paid for the services they provide to the Association as a director.

## Meeting

Article V of the Bylaws specifies that the Board will convene following the Annual Convention of Delegates and, in addition, hold quarterly meetings. Traditionally, the quarterly meetings have been conducted in February/March, June, September and November. Not to be confused with the Board's annual meeting, the quarterly meeting in November has traditionally been called to order on the Saturday prior

## YOUR ASSOCIATION *Your Business* THIS MONTH: How the Board Functions

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. We started with a look at the Association's committee structure. In March we explained the process of nominating delegates to the Annual Convention. This month we take a peek at the how the Board functions.

to the Annual Convention of Delegates. So, the "old board" holds a quarterly meeting Saturday and the "new Board" convenes and begins its role Monday or Tuesday.

Two of the first responsibilities of the Board are setting the official committees and entity Boards and setting the times for the other three regularly scheduled Board meetings. Typically, the February/March meeting and the September meeting are conducted in Saint Joseph, Mo., at the Association's headquarters, with a new Board orientation preceding the February/March meeting. The June Board meeting is traditionally hosted at a location of the president's choosing. This year, it will be at Certified Angus Beef LLC (CAB) headquarters in Wooster, Ohio.

The president/chairman or a majority of the directors can also call for a special meeting to be held at any time as long as directors are given at least two days' notice of the place, time and purpose of the meeting.

In general, the presence of at least eight Board members constitutes a quorum, which is required to conduct official business at meetings. No proxies are allowed; each director present at a meeting is entitled to cast only one vote. However, directors can participate in a meeting via conference call or other electronic means.

If not a director by election (one of the 15), the president/chairman shall vote only in the case of a tie.

## Officers

The Bylaws call for a president and chairman of the Board, a vice president and vice chairman of the Board, a CEO, one or more assistant secretaries, a treasurer, one or more assistant treasurers and "such other officers as the Board of Directors" may elect.

The president/chairman of the Board and the vice president/vice chairman of the Board are elected by the delegates at the Annual Convention. According to the Bylaws, at the last quarterly meeting of the fiscal year (September meeting), the Board is to elect a treasurer for the coming year. The other offices are to be filled at the pleasure of the Board at its annual meeting.

The Board has traditionally elected one of its seasoned Board members to serve in the capacity of treasurer and subsequently nominated that individual to serve as vice president and vice chairman of the Board the following year, and as president/chairman the year after. If a director is selected to serve as treasurer in his or her sixth year on the Board, then move up the ladder to the presidency as has been tradition, he or she would serve eight years and the Board would consist of 16 voting members (15 elected and the vice chairman) and the chairman as a tiebreaker.

If the person were elected to serve as treasurer the year following his or her second term, he or she could serve a total of nine years; however, he or she would not be a voting member of the board while serving as treasurer.

In the case of a vacancy within an office, the Board can fill the position. Sections 6.6 through 6.12 of the Association's Bylaws spell out some of the specific responsibilities of each individual office.

Next month we'll explore how a member runs for a position on the Board.

