

# NACA BYLAWS



North American  
Corriente Association



# NACA Bylaws

## Adopted 2.25.1998 • Revised

### ARTICLE I ARTICLE, OBJECTS, LOCATION *Section 1. Title.*

The Association shall be known as the NORTH AMERICAN CORRIENTE ASSOCIATION, and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Montana providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

#### **Section 2. Objects.**

The purpose of the Association shall be to collect, record, and preserve the pedigrees of Corriente Cattle, to publish a breeding registry to be known as the North American Corriente Herdbook, and to stimulate and regulate any and all other matters such as may pertain to the history, breeding, exhibition, publicity, sale or preservation of this breed.

#### **Section 3. Place of Business.**

The principal place of business shall be Monument, Colorado, but its members or Officers may be residents of any state, territory, or country, and business may be carried on at any place convenient to such members or officials, as may be participating.

### ARTICLE II MEMBERS

#### **Section 1. Members.**

A. There shall be four classes of membership:

(1) Life. Life Members shall pay a one-time membership fee, as established by the Board of Directors, but shall not be required to pay any annual dues.

(2) Active. Active Members shall pay annual dues to the Association, as established by the Board of Directors.

(3) Associate. Associate Members shall pay annual dues to the Association, as established by the Board of Directors.

(4) Junior Members. Junior Members shall pay annual dues to the Association as established by the Board of Directors. Junior Members must be 18 years of age or under.

B. Members may be individuals, partnerships, or corporations.

C. As a condition of membership in the Association each member shall agree to conform to and abide by the Bylaws, Rules, and Regulations of the Association, and amendments or modifications thereto, which may, from time to time, be adopted.

D. Application for membership may be made by submitting to the Association an application in the form prescribed by the Board of Directors, accompanied by the established membership fee.

E. The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish Rules and Regulations covering the rights and privileges of members, consistent with the provisions of these Bylaws.

F. Only Life and Active Members shall be entitled to vote on any matter submitted to a vote of the Membership. Each Life and Active Member shall have one (1) vote. Life and Active Members may vote by absentee ballot.

G. Membership in the Association shall cease upon the death, resignation or expulsion of a member, except as may otherwise be proved in the Rules and Regulations of the Association. Membership is not transferable.

H. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association.

I. Each member shall be entitled to designate, on forms provided by the Association, agents and representatives authorized to transact business with the Association and sign any documents on behalf of such member required by the Association, including but not limited to, registrations and transfers. The Association will also recognize, as such an agent or representative, any individual or organization so designated by a Court of competent jurisdiction. Upon the death of a member, the Association shall recognize the authority of the duly designated personal representative or heirs of the deceased member to transact business with the Association with respect to animals registered in the name of the deceased member but shall not register any additional animals in the deceased member's name or under the deceased member's membership.

#### **Section 2. Annual Membership Meetings.**

The regular annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting.

Notice of the annual meeting shall be given by mailing written notice stating the time and place of such meeting to each member's last known address as it appears on the Association's records not less than thirty (30) days prior to the date of such meeting.

#### **Section 3. Special Membership Meetings.**

Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by direction of the President or by a majority of the Board of Directors, or by notice signed by no less than twenty (20) percent of the Life and Active Members.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings.

#### **Section 4. Quorum and Proxy.**

At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such a meeting, present in person, or represented by absentee ballot, shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law and, in that case, the representation so required shall constitute a quorum. Voting by proxy shall not be permitted.

### ARTICLE III DIRECTORS

#### **Section 1. Government.**

The business and property of the Association shall be governed by a Board of Directors elected by the Life and Active Members present at a regular annual membership meeting, combined with the results of absentee ballots.

Elections for the Board of Directors are for all vacant positions and the candidates with the most votes shall be declared elected to fill the vacancies. There shall be no less than three nor more than fifteen Directors, as established from time to time by the Board. The term of office shall be from the time of election to the third regular annual membership meeting thereafter, on a staggered basis. A Director may serve only two terms consecutively.

Ballots with the names of all eligible candidates for the Board of Directors will be mailed to all Life and Active Members at least thirty (30) days before the election, or thirty (30) days before any annual or special meeting requiring a vote of the membership.

#### **Section 2. Candidacy.**

A candidate for Director must be a member in good standing, and either: (1) have been eligible to be on the Breeders List for the past four consecutive years at the time candidacy is declared, or (2) for the past four consecutive years have been an employee and authorized signer for a member in good standing who has been eligible to be on the Breeders List for the past four consecutive years at the time candidacy is declared.

Life and Active Members wishing to run for the Board of Directors will notify the Association by the date determined and announced by the Association each year. This date will be at least four months before the annual election. The Association Secretary will determine the eligibility of each candidate according to the criteria set out above and also determine that each candidate is current on all obligations owed to the Association. Comparable profiles of each candidate will be published in the NACA official publication prior to the mailing of absentee ballots.

### **Section 3. Vacancy.**

If a Director, during his/her term of office shall disperse his/her herd and cease to be an active breeder of Corriente cattle, or cease to be an employee and authorized signer for a breeder of Corriente cattle, or shall fail to attend meetings, or otherwise fail to perform the duties of a Director, the Board of Directors may, after appropriate notice to such Director, remove him/her from office and declare a vacancy.

If a vacancy develops in the Board of Directors because of death, resignation, or action taken in accordance with the preceding paragraph, it may be filled by appointment by the Board of Directors for the unexpired portion of the term.

### **Section 4. Rules and Regulations.**

The Board of Directors shall have the power to establish and amend the Rules and Regulations for the conduct of the members of the Association and for the conduct of the affairs of the Association consistent with the provisions of these Bylaws.

### **Section 5. Amendment.**

The NACA Bylaws may be amended, altered, or repealed by (1) a proposal from the NACA Board of Directors or (2) by a petition signed by five percent of the Life or Active Members of the Association, filed at least 120 days prior to any annual meeting or special meeting at which a quorum is present. The proposal must be written clearly and exactly as it will appear in the Bylaws. It must be mailed first class by the NACA office to Life and Active members at least 30 days prior to the meeting. The proposal must be accompanied by notification of the time and place of the meeting at which the vote will be held, and by an absentee ballot form. The Bylaw change will be approved if two-thirds (2/3) of the Life and Active members voting at the meeting or by absentee ballot vote for the proposal.

### **Section 6. Committees.**

The Board of Directors may, from time to time, appoint standing or special committees which may include nonmembers 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.

### **Section 7. Annual & Regular Board Meetings.**

An annual meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for any such regular meeting of the Board. At this meeting the Board shall proceed with the election of Officers of the Association.

The Board, by rule, may provide for other regular meetings at stated times and places, of which no notice shall be required.

### **Section 8. Special Board Meetings.**

Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two-thirds (2/3) of the Directors currently serving.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least thirty (30) days before the meeting; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. Special meetings may be held by teleconference.

### **Section 9. Quorum.**

A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

### **Section 10. Expenses.**

When the Directors meet for the transaction of Association business, their expenses incurred for such meetings may be paid from the funds of the Association, by decision of the Board of Directors.

### **Section 11. Action Without a Meeting.**

Any action which may be taken at a meeting of the Directors or of a committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the committee entitled to vote thereon.

### **Section 12. Removal of Officers or Directors.**

If in the course of a normal elected term of office, an Officer or Director of the Association becomes unable to appropriately fulfill the duties and responsibilities of her/his position, or becomes so derelict in the performance of her/ his duties and responsibilities as an Officer or Director of the North American Corriente Association; or, becomes so involved in professional misconduct to the extent that continuance of her/his term as an Officer or Director of this Association could cause embarrassment, or jeopardize the reputation of this organization, or in any way impede the accomplishment of the Association's objectives; it is the duty of such an Officer or Director to resign her/his position as an Officer or Director of the Association. Upon receipt of such resignation, the Board of Directors, by majority vote will determine whether to accept the resignation and announce their decision to the general membership as soon as possible following their decision.

If in the opinion of at least two (2) members of the Board of Directors, one of the conditions described above exists and a resignation has not been submitted to the Board, the Board Members may request a special meeting of the Board of Directors to investigate, discuss, or evaluate the issue. Upon a motion approved by at least two-thirds (2/3) majority of the Board of Directors present at such meeting, the Board of Directors may request such a resignation. If such a request is made by the Board of Directors and such resignation is not tendered forthwith, the Board may direct an election committee to prepare and circulate among the membership a petition for recall of the Officer or Director in question. Such a petition will include a statement of cause and action declared by the Board. Upon receipt of a recall petition signed by at least fifty (50) active members of the Association, the Board of Directors will direct the election committee to hold a recall election within thirty (30) days from the date of the receipt of the recall petition. Such recall election may be held at either a special meeting or accomplished solely by absentee ballot. The recall issue will be determined by the majority of the votes cast.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Officers.**

The Officers of the Association shall consist of the President, one or more Vice-Presidents, Secretary, Treasurer, and such other Officers as the Board of Directors deems necessary. Any offices except that of President may be held simultaneously by one person.

Officers shall be elected by the Board of Directors at the Board's Annual Meeting, and shall serve for a term of one year or until their successors are elected and qualified. The Board of Directors will elect the Officers of the Association at the first Board meeting after the annual meeting by nomination and secret ballot.

The President and Vice-President(s) must be currently serving on the Board of Directors. For a Director to be elected as President he/she must have served on the Board for the past year. The Secretary and Treasurer do not need to be members of the Association.

#### **Section 2. President.**

The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the Board of Directors and Members. He shall be ex-officio a member of all committees. He shall maintain general supervision of the affairs of the Association. He shall see that the Bylaws, Rules and Regulations of the Association are enforced. He shall perform such other duties as may be prescribed by the Board of Directors.

**Section 3. Vice-President.**

In the absence of the President, the Vice-Presidents, in order of their seniority, shall have the powers and shall perform the duties of the President, and shall perform such other duties as may be prescribed by the Board of Directors.

**Section 4. Secretary.**

The Secretary shall keep exact minutes of the Meetings of the Members and the Board of Directors, and shall maintain a Policy Notebook recording resolutions and decisions by the Board of Directors

**Section 5. Treasurer.**

The Treasurer shall receive copies of bank statements, balance sheets, and profit and loss statements each month, and shall be responsible for determining their accuracy, consistency and accountability.

**Section 6. Executive Director.**

The Executive Director shall act as the Chief Administrative Officer of the Association subject to the authority of the Board of Directors. Duties shall include: receive and verify entries for insertion in the official Herdbook; issue all Certificates of Membership and Registry, and keep a record of all such Certificates issued; edit and prepare the official Herdbook; keep on file all documents constituting the authority for pedigrees and hold them subject to the inspection of any member of the Association; keep a record of all transfers of animals; issue all notices of meetings; and execute all orders of the Board of Directors concerning matters pertaining to the office. The Executive Director shall also be the custodian of the cash funds and securities of the Association, shall deposit, disperse and invest such funds as the Board of Directors may determine, and shall keep accurate records thereof.

**Section 7. Contracts.**

The written contracts of the Association shall be executed on behalf of the Association by the President, but he/she may specifically designate another officer to sign contracts which do not obligate the Association to expenditures higher than \$10,000.

**Section 8. Compensation.**

The Officers of the Association shall receive such compensation as shall be fixed by the Board of Directors.

**ARTICLE V BOARD OF ADVISORS**

**Section 1. Purpose.**

The Board of Advisors act as an advisory body to the Board of Directors to ensure that the Board of Directors understands the past history, goals, mission and philosophy of the Association before making significant decisions affecting the activities of the Association. The Board of Directors is required to request that the Board of Advisors attend any Board of Directors' meeting during which a discussion or vote will be or is taken involving significant decisions or changes in rules, policies, or bylaws with respect to the following activities:

- a. Association finances.
- b. Association staff.
- c. Legal action involving the Association.
- d. Registration, transfer, and inspection of Corriente Cattle.
- e. Association sanctioned events.
- f. Location and function of Association's office and annual convention.
- g. Any other action which results in a major change in the goals, mission, or philosophy of the Association.

**Section 2. Composition.**

The Board of Advisors shall be composed of any of the following founding Directors and Officers of the Association not serving as a Director of the Association (hereafter "founding Directors and Officers"):

- Tucker Ashley
- Jack Cates
- Darrell Currie
- Fred Knoblick
- Marvin Knutson
- Larry Martin
- Bill Mundorf

Other members shall include elected former Directors who shall be eligible for nomination and election to the Board of Advisors when no longer serving as members of the Board of Directors and after successful completion of two elected terms on the Board or Directors.

**Section 3. Nomination.**

Other than the founding Directors and Officers of the Association, former Directors eligible for nomination may be nominated for election to the Board of Directors by written nomination of at least three (3) serving members of the Board of Advisors.

**Section 4. Election.**

Other than the founding Directors and Officers of the Association, former Directors must be elected to the Board of Advisors. No former Directors shall be entitled to stand for election to the Board of Advisors unless eligible pursuant to Section 1 and nominated pursuant to Section 2 above. Those entitled to vote in an election of a nominee to the Board of Advisors are members of the Board of Directors and members of the Board of Advisors currently serving at the time a former Director is nominated. Election to the Board of Advisors shall be by secret ballot and requires an affirmative vote of two-thirds (2/3) of those entitled to vote. Although there shall be no specific number of members of the Board of Advisors, the number of members shall remain reasonable, and no former member of the Board of Directors shall automatically be elected to the Board of Advisors.

**Section 5. Function.**

The Board of Advisors shall not participate in the vote on any issues brought before the Board of Directors, but any member of the Board of Advisors present at Board of Directors' meetings for consultation, as required pursuant to the above provisions, shall be consulted prior to the Directors' vote.

The Board of Advisors shall annually choose a chairman and shall meet as a body at such times and places as the Board of Advisors determines from time to time. Service on the Board of Advisors shall be for life or until a majority of the Board of Advisors votes for removal.

Should the Board of Advisors, by majority vote, deem any decision or action of the Board of Directors inconsistent with the goals, mission, or philosophy of the Association, it shall be authorized to stay any such decision or action to a vote of the general membership at a special or regular meeting. Such meeting shall occur no later than sixty (60) days after the Board of Advisors stays such decision or action. At the meeting of the membership, the Board of Directors and the Board of Advisors shall present their respective positions to the membership before a vote is taken. A majority of those members in attendance at such meeting shall determine whether or not to uphold the decision or action of the Board of Directors.

Each member of the Board of Advisors will receive the minutes of all meetings of the Board of Directors.

**ARTICLE VI**  
**DISCIPLINE, SUSPENSION, EXPULSION**  
**Section 1. Violations.**

Whenever any members of the Association or any other person in interest shall represent to the Secretary of the Association, in writing, stating the facts upon which the complaint is based, that a member of this Association, or any other person who is a holder of a Registration Certificate issued by this Association, has engaged in misrepresentation or misconduct in connection with the breeding, showing, registration, purchase or sale of Corriente cattle, or has willfully violated the Bylaws, Rules and Regulations of this Association, the Secretary shall present such charge to the Board of Directors at a meeting or teleconference call scheduled for within one month from receiving the complaint.

**Section 2. Hearing.**

Upon receiving a complaint, the Board of Directors shall set a time and place for hearing the charge or charges against the member or holder of a Registration Certificate. The Board of Directors shall cause a written notice to be mailed to the last known address of the accused person at

least thirty (30) days before the date of such hearing. The notice shall state the time and place of the hearing and the nature of the charges against the accused.

At the time and place set for the hearing, the accused shall have the opportunity, in person or by counsel, to be heard and to present evidence in his own behalf and to hear and refute evidence offered against him.

The decision of the Board of Directors shall be final and binding on all parties.

**Section 3. Penalties.**

If the Board of Directors considers that the charges are sustained, it may suspend or expel such offender if a member of the Association, or impose such other appropriate penalties as it may decide and deprive him of all privileges in the official Herdbook of the Association, including refusal to transfer any Registration Certificate issued by this Association and cancellation of any registration of any animal standing in the name of the accused person. The Board, in its discretion, may also suspend and hold in abeyance during the pendency of any complaint before it, the privileges of membership in the Association if the accused is a member of the Association, or

the right to transfer any Registration Certificate, if the accused is not a member.

**ARTICLE VII**  
**FEES, SERVICES, AND CHARGES**  
**Section 1. Fee Changes.**

All fees shall be established by the Board of Directors, and are subject to change by the Board.

**Section 2. Payment of Fees.**

All fees shall be paid in advance, accompanying requests for service.

**Section 3. Non-payment of Fees.**

Non-payment of fees because of defective remittances shall be sufficient cause for:

- a. Withholding the processing of registrations or transfers.
- b. Cancellation of registrations or transfers which have been processed but not paid for.



