

Bylaws of the Iowa Holstein Association

Bylaw I – Offices

The principal office of the Association shall be located at such place as the board of directors shall, by resolution, designate.

Bylaw II – Membership

Section 1. Admission. The board of directors may admit to membership any individual or corporation interested in the promotion of the Holstein breed upon payment of the prescribed dues.

Section 2. Voting. Adult membership in the Association shall entitle the member to one vote at any district meeting of the Association and one vote at the annual meeting of the Association on any question on which members are entitled to vote. There shall be no voting by proxy.

Section 3. Annual Dues. Each member shall pay annual dues in such amount and manner as shall be prescribed by the board of directors. All dues shall be due and payable on or before the first day of March each year, for membership for the current year.

Section 4. Termination or Suspension of Membership. Membership in the Association may be terminated or suspended for conduct by a member that violates the fundamental objects of the Association or brings the Association into disrepute. Membership shall not be terminated or suspended except upon hearing pursuant to such rules and regulations as the Association may by resolution promulgate.

Bylaw III - Board of Directors

Section 1. Districts. For the purpose of organization of the Association, the state of Iowa shall be divided into eight districts consisting of the following counties:

District 1: Allamakee, Clayton, Fayette, Winneshiek

District 2: Black Hawk, Bremer, Butler, Cerro Gordo, Chickasaw, Floyd, Franklin, Grundy, Hancock, Howard, Mitchell, Winnebago, Worth, Wright

District 4: Buena Vista, Cherokee, Clay, Dickinson, Emmet, Humboldt, Kossuth, Lyon, O'Brien, Osceola, Palo Alto, Plymouth, Pocahontas, Sioux

District 5: Audubon, Calhoun, Carroll, Cass, Crawford, Fremont, Greene, Guthrie, Harrison, Ida, Mills, Monona, Montgomery, Page, Pottawattamie, Sac, Shelby, Woodbury

District 6: Boone, Dallas, Hamilton, Hardin, Marshall, Polk, Story, Tama, Webster

District 8: Benton, Buchanan, Cedar, Clinton, Delaware, Dubuque, Jackson, Jones, Linn, Muscatine, Scott

District 9: Des Moines, Henry, Iowa, Jefferson, Johnson, Keokuk, Lee, Louisa, Poweshiek, Van Buren, Wapello, Washington

District 10: Adair, Adams, Appanoose, Clark, Davis, Decatur, Jasper, Lucas, Madison, Mahaska, Marion, Monroe, Ringgold, Taylor, Union, Warren, Wayne

Section 2. District Directors. Each district shall be entitled to one director elected by the voting membership of the Association residing in that district at the annual district meeting. However, to be entitled to one district director, there must be 50 or more farmer or retired farmer members in the district based on the previous year's membership. The term shall start at the board reorganization meeting held at the annual convention.

Section 3. Term. The board of directors elected and serving pursuant to the provisions of these bylaws shall serve the following terms:

<u>District</u>	<u>Year of Election and Term</u>
1, 4	2009-2010-2011; 2012-2013-2014, etc.
2, 8	2010-2011-2012; 2013-2014-2015; etc.

District directors shall serve for a term of three years and may serve no more than two consecutive terms as a district director.

Section 4. Additional District Directors. In addition to the regular district directors, the voting members of each district may elect additional district directors based upon the following schedule of paid farmer and retired farmer membership in the Association within the district, as of the first day of September of each year preceding the year for which elected. Such additional district directors shall serve for a term of one year starting at the time of the board reorganization meeting, and shall serve no more than six (6) consecutive years as an additional district director.

101 to 200 members = One additional director

201 to 300 members = Two additional directors

301 to 400 members = Three additional directors

Section 5. Qualification. Each district director and each additional director shall be a resident and member of the Association in the district from which elected.

Section 6. At-Large Directors. There shall be seven directors elected at-large at the State Annual Meeting. They shall serve terms of one year starting at the time of the board reorganization meeting and may serve no more than six consecutive terms as an at-large director.

Section 7. Immediate Past President. In the event that the immediate past president is also a district director and has one or more years left on that term under provisions of Bylaw III, Section 2 & 3 herein, the past president shall serve the balance of such term. In the event that the immediate past president is not a district director with one or more years remaining on that term, the

immediate past president shall serve one additional year on the board of directors after serving as president.

Section 8. National Holstein Director. Any director or officer of the Holstein Association USA Inc. who is a member of this Association shall be a member of the board of directors of this Association, and shall serve for a term to end one year following the termination of such national office.

Section 9. Succession. Each director shall hold office until any successor shall have been elected or appointed, or until death, or until otherwise ceasing to serve. A director may resign at any time by filing a written resignation with the Secretary of the Association.

Section 10. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this bylaw, immediately after and at the same place as the annual meeting of the Association. The board of directors may provide by resolution the time and place either within or without the state of Iowa for the holding of additional regular meetings without other notice than such resolution.

Section 11. Special Meetings. Special meetings may be called by or at the request of the president or at the request of any three directors. The person or persons authorized to call special meetings of the board of directors may fix any place within the state of Iowa for holding such special meetings of the board of directors called by them.

Section 12. Notice. Notice of any special meeting of the board of directors shall be given 72 hours previous thereto by written notice delivered personally, emailed or mailed to each director at his business or residence address. Such mailed notice shall be deemed to be delivered when deposited in the U.S. mail so addressed with postage thereon prepaid. Whenever any notice is required to be given, any director of the Association under the Articles of Incorporation or Bylaws or any provision of the law, a waiver, thereof in writing signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the directors need be specified in the notice or waiver of such notice of such meeting. The business to be transacted at and the purpose of any special meeting of directors shall be specified in the notice or waiver of notice of such meeting. The business to be transacted at and the purpose of any special meeting of directors shall be specified in the notice or waiver of notice of such meeting.

Section 13. Quorum. Except as otherwise provided by the law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present (when less than such quorum) may adjourn the meeting from time to time without any notice being given.

Section 14. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 15. Substitute. If a duly elected director is absent, an eligible substitute may be seated to serve at a single meeting, by a majority action of the board of directors present.

Section 16. Vacancies. The president may appoint an interim board member to serve until the next state board meeting. At that time, the board of directors shall fill the vacancy by electing a qualified member to hold office for the remainder of the term.

Bylaw IV – Officers

Section 1. Designation. The principal offices of the Association shall be president, vice-president, secretary and treasurer.

Section 2. Qualification. No person shall hold office in the Association who is not a member in good standing.

Section 3. Election. The president and vice-president shall be elected by the membership of the Association at each annual meeting of the Association. The secretary and treasurer shall be elected by the board of directors of the Association at the regular meeting of the board of directors as prescribed in the first sentence of Bylaw III, Section 10, herein. If the election of officers is not held at such time, it shall be held as soon thereafter as may be reasonably possible. Each officer shall hold an office until a successor shall have been duly elected or appointed and qualified, or until death or until ceasing to serve.

Section 4. Vacancies. A vacancy in any office shall be filled by the board of directors for the unexpired portion of that term.

Section 5. Duties. The president shall be the principal officer of the Association, and shall preside at all meetings of the board of directors and membership. The president, along with all other officers, shall perform such duties usually and customarily incident to such office and such other as may be prescribed by the board of directors from time to time either formally or informally.

Section 6. Officers. Officers are members of the board of directors irrespective of whether or not they are also district directors or additional district directors.

Bylaw V – Executive Committee

Section 1. Designation. There is hereby created an executive committee consisting of the president and vice-president of the Association and three additional directors elected by the board of directors from its own members. The secretary, treasurer and editor shall be non-voting ex-officio members of the executive committee.

Section 2. Duties. The duties of the executive committee shall be as set forth by the board of directors. The board of directors may delegate to the executive committee any of its power and authorities which may be lawfully delegated. A majority of the members of the executive committee present and voting shall be binding as to any action taken at a meeting of the executive committee.

Section 3. Vacancies. The president may appoint an interim executive committee member from among the elected board of directors to serve until the next state board meeting. At that time, the board of directors shall elect an executive committee member to serve until the next annual meeting.

Section 4. Reports. The executive committee shall be responsible to the board of directors and shall make a report of its actions and recommendations to the board of directors at its regular meetings and at such other times as the board may direct.

Bylaw VI – Committees

Section 1. This association shall use standing committees to develop programs and activities in special fields of interest. Members of committees are nominated by the executive committee and approved by the board of directors. Persons chairing committees should be secured by the executive committee and approved by the board of directors. Chairpersons and members of committees should serve in that capacity no longer than four years. Terms of committee start at the time of the annual meeting. Job descriptions of committees will be subject to approval by the board of directors. Additional ad hoc committees are appointed by the president to serve a specific short term need.

Section 2. Iowa Holstein Herald. One of the standing committees is the Herald committee. This committee will recommend policies, develop a budget, set rates and give direction to the Editor of the Iowa Holstein Herald, subject to approval of the board of directors.

Bylaw VII – Meetings of the Association

Section 1. Annual Meeting. The annual meeting of the Association shall be held during the first 90 calendar days of each year, at such time and place as shall be designated by the board of directors.

Section 2. Special Meetings. Special meetings of the Association for any purpose, unless otherwise prescribed by statute, may be called by the president or vice-president, and shall be called by the president at the request of not less than three directors of the Association.

Section 3. Place of Meeting. The board of directors may designate any place within the state of Iowa as a place of meeting for any annual or special meeting of the Association. If no designation of place is made, the place of meeting shall be the registered office of the Association in the state of Iowa, but any meeting may be adjourned to reconvene at any place designated by a vote of the majority of the members represented thereat.

Section 4. Written Notice. Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 10 days unless a longer period is required by law, nor more than 50 days before the date of the meeting, either personally, by email or by mail, or at the direction of the president, the secretary, or the office of persons calling the meeting, to each member of record entitled to vote at said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership records of the Association, with postage thereon prepaid.

Section 5. Quorum. Except as otherwise provided by law, a majority of the members present and voting, shall constitute a quorum at any meeting of the Association. A majority of votes cast at any meeting at which a quorum is present shall be decisive on any motion or election.

Section 6. Waiver of Notice. Whenever any notice is required to be given to any member of the Association under the Articles of Incorporation or Bylaws or by any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting by the person entitled to such notice, shall be deemed equivalent to the giving of such notice, provided that if such waiver is required under any provision of Chapter 504A of the Code of Iowa, it shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.

Bylaw VIII – Policies on Business Affairs

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the of the Association, and such authorization may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the board of directors. Such authorization may be general or confined to specific instances.

Section 3. Checks. Alls checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association, and in such manner as shall from time to time be designated by the board of directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of the board of directors.

Section 5. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

Section 6. Reports of Expenses. Expenses incurred by employees and others on behalf of the Association shall be reported to the treasurer at monthly intervals on a Time and Expense Record, with receipts attached for individual items other time and mileage which exceed \$10.00.

Bylaw IX – Rules

Section 1. Rules. Robert’s Rules of Order shall control the conduct of all meetings held pursuant to these Bylaws, so long as there is no conflict between these Bylaws and Robert’s Rules. In the event of a conflict, the provisions of these Bylaws shall control.

Bylaw X – Corporate Divisions

Section 1. Divisions. In addition to the body corporate, the Association shall have the following divisions auxiliary to it: Iowa Holstein Auxiliary and Iowa Junior Holstein Association. All activities of the Iowa Holstein Auxiliary and and the Iowa Junior Holstein Association are subject to the approval by the Iowa Holstein Association Board of Directors.

Section 2. Iowa Holstein Auxiliary. The Iowa Holstein Auxiliary shall be made up of women interested in promotion of the Holstein breed. It is empowered to elect its own officers, establish its own programs, and to handle its own finances. Its membership shall meet at least once annually, and the president of the Auxiliary shall report to the board periodically concerning its activities.

Section 3. Iowa Junior Holstein Association. The Iowa Junior Holstein Association shall be made up of persons under the age of 21, interested in promotion of the Holstein breed. It is empowered to elect its own officers, establish its own programs, and handle its own finances. Its membership shall meet at least once annually and its president shall report to the board of directors periodically concerning its activities. Age guidelines for the various programs such as shows, contests, awards, etc. shall coincide with the National Junior Holstein Association recommendations.

Bylaw XI – Amendments

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors of the Association at any regular or special meeting of the board of directors.

The foregoing bylaws were adopted by the board of directors of the Iowa Holstein Association at a regular meeting of the board of directors of the Iowa Holstein Association on the 8th day of 1984. They were amended on December 12, 1986; March 19, 1988; November 16, 1991; August 24, 1994; March 18, 1995; March 16, 1996; August 27, 2005; August 19, 2006 and March 20, 2010.

Iowa Holstein Association
Paula Smith, Secretary