# BYLAWS OF
# THE COLORADO INDEPENDENT CATTLEGROWER'S ASSOCIATION
A NON PROFIT CORPORATION

**Preamble/Purpose**

The Colorado Independent CattleGrower's Association (the "Association") has been established to actively promote policy that will beneficially affect the live cattle industry at the local, state and national level, securing and preserving a viable livelihood for present and future generations. The Association shall serve to support the financial, environmental, cultural and historical interests of independent cattle producers throughout Colorado and across America.

## ARTICLE I: GENERAL INFORMATION

**Section 1. Name**

The name of this Corporation is the Colorado Independent CattleGrower's Association. For purposes of these Bylaws, the word "Association" refers interchangeably to the COLORADO INDEPENDENT CATTLEGROWER'S ASSOCIATION.

**Section 2. Principal Business Office**

The Association's principal office for the transaction of the business of the Association shall be located in the town of LaJunta, Colorado at such place as the Board of Directors (hereinafter the Board) shall determine. The Board is granted full power and authority to change the location of said principal business office through amendment of these Bylaws, except that relocation of the principal office at LaJunta, Colorado, shall not be deemed, nor require, an amendment of these Bylaws.

**Section 3. Association Offices**

The Association may also have offices at such other places as the Board of Directors may, from time to time, appoint for the purposes the Association may require.

## ARTICLE II: MEMBERSHIP OF THE ASSOCIATION

**Section 1. Classes and Qualifications of Members**

The Association hereby establishes three classes and qualifications of its membership as follows:

**A. Members**:

1. Members shall own cattle or be a shareholder in a corporation that owns cattle. Questions of membership eligibility that may arise shall be resolved by the prospective member providing verification that he or she holds title to a Colorado registered brand or other viable proof that the member owns cattle. Each member shall have one vote in setting policy and electing directors.

    a. Members shall have the right to attend the Association's annual meeting, director's meetings, and any other public meeting or convention sponsored by the Association.
    b. Membership dues shall be set by the Board of Directors.
2. Associate business members shall be eligible to attend the Association's annual meeting, director's meetings, and any other public meeting or convention sponsored by the Association.
3. Associate business member annual dues shall be set by the Board of Directors.
4. Affiliate memberships shall be available to all local, county cattlemen's associations located in Colorado and shall be classified in categories and dues set annually by the Board of Directors.

**Section 2. Admission of members**

1. Membership in the Association shall be available without regard to race, color, creed, age, gender or national origin.
2. Prospective members of the Association shall file an application for membership with the Secretary of the Association. All applications for members shall be in writing on a form prescribed by the Association's Board of Directors and shall state the name, ranch or business, and complete address of each applicant. Membership shall be open and unrestricted to any person who owns domestic cattle. The applicants for membership shall agree to be bound by the Articles of Incorporation and the Bylaws of the Association. The application of a member shall be considered by the Board of Directors of the Association at any regular meeting, or at a special meeting called for such purpose.
3. There shall be no limit on the number of members in the Association.
4. The Board of Directors may challenge or approve any membership application for cause.

**Section 3. Rights and Duties of Members**

1. Subject to the provisions of the Articles of Incorporation, Members (cattle owners) shall have the right to participate in the governance of the Association in the following manner: Members (cattle owners) shall have the right to vote for the election of directors and to set Association policy by a simple majority vote through a mail-in ballot system.
2. Members shall have the right to amend Bylaws pursuant to Article VII.
3. All members shall work to promote a greater understanding of the work of the Association; seek other persons to join the Association; participate in meetings of the Association; and provide direction to the Board of Directors.

**Section 4. Associate Business Members**

Associate business members shall have the right to attend the Association's annual meeting of members and any other public meeting or convention sponsored by the Association.

**Section 5. Affiliate Members**

Affiliate members shall have the right to attend the Association's annual meeting of members and any other public meeting or convention sponsored by the Association.

**Section 6. Termination of Membership**

1. **Resignations:** Any Member may resign at any time by notifying the President in writing. Such resignation shall take effect at the time therein specified.
2. **Removal:** If the best interests of the Association are served thereby or for cause, any Member may be removed through an affirmative vote of two-thirds of the Board of Directors of the Association after an appropriate hearing held at the discretion of the President of the Board of Directors.
3. **Termination:** Any member who has not paid his/her dues for a period of six (6) months past the due date shall be terminated automatically from the membership rolls.

**Section 7. Transfer of Membership**

Membership in the Association is not transferable or assignable.

**Section 8. Term of Membership**

Memberships shall be renewable annually with membership beginning June 1 and ending May 31 of the following year.

**Section 9. Meetings**

Members of the Association shall meet annually at such time and place to be designated by the Board of Directors. Additional meetings shall be convened upon the written request of (50) Members submitted to the President of the Board of Directors. Such request shall specify the purpose for the meeting. The President of the Board of Directors shall set a date for the meeting within twenty-one (21) days of receipt of the request.

**Section 10. Notice**

Written notice of the annual meetings of the Association shall be advertised not less than thiry (30) days before the date of the meeting. Written notice for additional meetings of the Members shall be mailed, first class, to each Member not less than ten (10) days before the date of the meeting, the purpose for the meetings shall state the time and place of the meeting, the purpose for the meeting and the business to be conducted, and no other business shall be transacted at such meeting unless added to the agenda by a 2/3 vote of the membership in attendance, provided a quorum has been established.

**Section 11. Quorum**

Unless specifically stated otherwise in these bylaws, those Members in good standing and present at a meeting shall constitute a quorum for the transaction of business at any meeting.

**Section 12. Dues**

The Board of Directors of the Association may determine from time to time the amount of

annual dues, if any, payable by the members of the Association. Special dues assessments may be levied upon the approval of the Board of Directors where such additional assessments are necessary for furthering the exempt purposes of the Association.

## ARTICLE III: DIRECTORS

### Section 1. Numbers and Terms of Office of Directors

The Board of Directors shall consist of thirteen persons: a president elected by the general membership and two directors representing each of six districts as follows:

A. District One, also known as the Northwest District, shall consist of the following Colorado counties: Moffat, Routt, Jackson, Rio Blanco and Grand. The initial directors shall be _____.

B. District Two, also known as the Northeast District, shall consist of the following Colorado counties: Yuma, Washington, Adams, Morgan, Phillips, Sedgwick, Logan, Weld, Broomfield, Larimer, Boulder and Denver. The initial directors shall be Gerald Schreiber and Don Carmin.

C. District Three, also known as the West Central District, shall consist of the following Colorado counties: Garfield, Eagle, Summit, Clear Creek, Park, Pitkin, Mesa, Gunnison, Delta, Chaffee, Fremont and Lake. The initial directors shall be_____.

D. District Four, also known as the East Central District, shall consist of the following Colorado counties: El Paso, Lincoln, Cheyenne, Kit Carson, Elbert, Arapahoe, Douglas, Jefferson, Gilpin and Teller. The initial directors shall be John Reid and Rayford Vick.

E. District Five, also known as the Southwest District, shall consist of the following Colorado counties: Montrose, San Miguel, Dolores, Montezuma, Ouray, Hinsdale, LaPlata, Archuleta, Saguache, Mineral, Rio Grande, Conejos, Alamosa, Costilla and San Juan. The initial directors shall be Robert Weitzel and Doug Davis.

F. District Six, also known as the Southeast District, shall consist of the following Colorado counties: Baca, Las Animas, Pueblo, Otero, Bent, Prowers, Crowley, Kiowa, Huerfano, Custer. The initial directors shall be Kimmi Lewis and Wayne Rusher.

G. The Association's immediate past president shall hold an ex-officio seat on the Board of Directors for a period of one year.

### Section 2. Terms

The directors shall be nominated and elected by the majority vote of the membership in their district by mail-in ballot as described in Section 3. Director terms shall be for two years. No director may serve more than three consecutive terms. Directors elected by mail-in ballot shall assume office at the first meeting of the board following completion of the mail-in election process. The terms of the directors from each district will be staggered to ensure continuity in the Association's work.

**Section 3. Nominations for Directors**

A. The initial directors shall be appointed by the founding Board of Directors and at the expiration of that initial term shall be nominated and selected by members as set forth below.
B. Upon the expiration of a director's term or upon a vacancy, each district shall be responsible for nominating two or more nominees who reside within the district. Further nominations will be taken from the floor at the annual meeting. Nominations for directors shall be made by filing petitions including at least ten (10) signatures of members in good standing with the association. Directors from each district shall be elected by a mail-in ballot system and shall be elected by the members in respective districts.
C. Each district shall form a nominating committee to assure that two or more nominees will be presented to the membership for consideration.

**Section 4. Qualification of Directors**

Directors must own cattle or be a shareholder in a corporation that owns cattle and must be members in good standing of the Association and reside in the region they represent.

**Section 5. Meetings**

The Directors shall meet once per month at such time and place to be designated by the President. Such meetings may take place via conference call, via the internet, or in person. Additional meetings shall be convened by the President or upon written request of four (4) Directors submitted to the President. Such request shall specify the purpose of the meeting. The President shall set a date for the meeting within twenty-one (21) days of receipt of the request.

**Section 6. Quorum**

Unless specifically stated otherwise in these bylaws, a majority of the total number of Directors present shall constitute a quorum for the transaction of business at any meeting.

**Section 7. Removal from Board or Term**

Upon the affirmative vote of at least two-thirds of the number of directors then serving in office as directors, the Board may remove any director from the Board with cause; provided, however, that each director shall be given at least fourteen (14) days prior notice that a vote to remove a director from office is proposed at a meeting of the Board. Reasons for removal for cause include the following: 1) repeated unexcused failure to attend meetings; 2) refusal or incapacity to act as a director; 3) acting or failing to act in such a manner so as to subject the Association to possible loss of its tax exempt status; 4) acting in a manner inconsistent with duties imposed by the Articles of Incorporation, these Bylaws, or law.

**Section 8. Resignations/Vacancies**

Whether by death, resignation, or removal, vacancies on the Board of Directors shall be filled by a person elected or appointed by the affirmative vote of the majority of the remaining directors of

the Board for the remainder of the unexpired term. Subject to the Articles of Incorporation, these Bylaws, and provisions of law, a director may resign by giving written notice to the Board, its presiding officer, the President , or the Secretary. Such written notice of resignation shall be given either manually or by facsimile. The resignation shall be effective when the notice is effective, unless by its terms the notice states a later effective date

## ARTICLE IV: OFFICERS

### Section 1. Designation of Officers

A. Officers of the Association shall include a President, Vice-President, Secretary and Treasurer.
B. Other officers - the Board of Directors may establish the qualifications, duties, authority, titles and terms of additional officers not inconsistent with these bylaws as the Board deems necessary in order to carry out the purposes of the Association.

### Section 2. Election of Officers

A. President: During the annual membership meeting, nominations of candidates for election as President shall be made from the corporation membership. The election of President shall be held by a mail-in ballot system available to all members in good standing
B. Vice-President: At the first meeting of the Board of Directors after the annual meeting, the Vice-President shall be elected by a majority vote of the elected Directors.
C. Secretary and Treasurer: At the first meeting of the Board of Directors after the annual meeting, the Secretary and Treasurer shall be elected by a majority vote of the elected Directors. One person may hold both offices if the Board so chooses.

### Section 3. Term of Office

Each officer, with the exception of Treasurer, shall hold office for one year, with a limit of two consecutive years, or until a successor is elected and qualified. Following the two consecutive year limit, an individual will not be eligible for re-election to an officer's position until one year has passed.

### Section 4. Duties

Each Officer shall perform the duties incident to the respective office including those listed below and such other duties as may be assigned to each of them by the Board of Directors.

### Section 5. Resignations

Any officer may resign at any time by giving written notice to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies**

Except as provided in these bylaws, a vacancy in office because of death or resignation shall be filled from among the Directors by majority vote of the Board for the unexpired portion of the term.

**Section 7. President**

The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall have general charge of the business and the governance of the Association. The President has the authority to call special meetings of the Membership and the Board. The President shall have all other duties, responsibilities and powers incident to that office.

**Section 8. Vice-President**

The Vice President shall be vested with all powers and duties of the President in the event of the absence or inability of the President and shall assume the office of President in the event that the resignation or inability of the President prevents her/him from completing the remainder of the current term of office.

**Section 9. Secretary**

The Secretary shall keep the minutes of the meetings of the Membership and of the Board of Directors and of committees having any of the authority of the Board of Directors in one or more books provided for that purpose, and shall make copies available to any Member upon written request; see that all notices are duly given in accordance with these Bylaws or as required by law; ensure that all returns and reports are filed with appropriate federal and local authorities; be custodian of the corporate records and the seal of the Association; maintain the membership roster; and, in general, perform all duties incident to the office of Secretary.

**Section 10. Treasurer**

The Treasurer shall receive and deposit all monies or funds of the Association in such depositories as may be selected by the Board of Directors, and shall disburse the funds of the Association in the manner directed by the Board of Directors. The Treasurer shall provide the President and the Board of Directors, whenever they may require, accounts of all financial transactions, and, in general, perform the duties incident to the office of Treasurer.

**Section 11. Executive Director**

Under the direction of the Board of Directors, the Association may employ an Executive Director, either as an employee or an independent contractor, who shall be the chief administrator of and shall be responsible for implementing the decisions, policies and programs relating to the Association as are established and governed by the Board of Directors.

## ARTICLE V: COMMITTEES

### Section 1. Executive Committee

There is hereby, established an Executive Committee to consist of the President, Vice-President, Secretary and Treasurer. The Board of Directors may designate not more than two other persons to the Executive Committee who are an officer, director or immediate past president. The Executive Committee shall, to the extent provided in such resolution, act on behalf of the Board of Directors in emergency situations. Such committee shall keep a record of its proceedings and the nature and extent of any actions taken, which shall be reported to the full Board at its next scheduled meeting.

### Section 2. Other Committees

The Board of Directors may designate and appoint one or more committees, which shall have the duties assigned to them by the Board.

## ARTICLE VI: MISCELLANEOUS PROVISIONS

### Section 1. Contracts and Other Documents

The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Association to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

### Section 2. Waiver of Notice

Wherever any notice whatsoever is required to be given under the provisions of the Bylaws, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Section 3. Directors and Officers Insurance

The Board will provide Directors and Officers insurance.

## ARTICLE VII: AMENDMENTS TO THE BYLAWS

1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Member ballots returned. A mail-in ballot system shall be used. Proposed changes to the Bylaws may not be considered at a meeting unless filed with the Secretary at least ten (10) days before the meeting at which it is to be considered and provided to the Membership at least ten (10) days before the date of such meeting.

2. The Board of Directors may proposed amendments to these Bylaws by resolution. The Members shall propose amendments by written petition signed by at least ten (10) Members

and submitted to the Secretary or the President within thirty (30) days prior to any membership meeting.

## ARTICLE VIII: ANNUAL AUDIT

The Association's Board of Directors may provide for an annual audit of its accounts by a certified public accountant to be selected by the Board of Directors. The annual audit may be made available to any Member upon written request.

## ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall begin on May 1 and end on April 30.

## ARTICLE X: DISSOLUTION

Upon dissolution, ceasing or terminating activities, operations and/or legal existence, the assets of this Association shall be distributed exclusively to charitable, religious, scientific, historic, environmental or other organizations which would then qualify under the provisions of 501 c 3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**September 17, 2009**