

SPC Revision Summary

Proposal to consolidate AHW and NOP into
National Hereford Cattlewomen's Association

During the period of September 9-21, 2009 the SPC received a number of thoughtful comments and suggestions regarding the proposal. We thank all of you for taking the time to read the proposal and offer your comments and suggestions. Thanks too for the many notes of encouragement and appreciation for the work the committee has undertaken.

The comments distilled to 3 or 4 main themes – addressed in edits on the following pages
There were also a number of very minor consistency issues, typos etc.

Feedback: Need to address ease of use, complicated language and ease of citations

Response: The base template bylaws are written in formal - legal language – the SPC recommends that the new board continue the revision/refinement process to simplify the language wherever possible without changing the intent. Roman numerals have been replaced by numbers. Citations will read as follows: Article X, paragraph Y, section Z will be cited as Article X.y.z Each paragraph is prefaced by its citation and a table of contents has been added for ease of use/reference.

Feedback: Need to address the term “membership application” and perception of selective acceptance of members article 3.2 and 3.3

Response: Edited to reflect our intent - previous language was in the template we used

Feedback: Need to ensure adequate notice to members of business to be transacted at membership meetings, names of director candidates for election etc

Response: Edits in a couple of sections to ensure this is included (30 days) and consistent

Feedback: Need to ensure the nomination and election processes (1) address current issues with regard to populating the board, (2) are responsive to member input, (3) employ an efficient process, (4) are transparent and will encourage participation by the membership.

Response: The nomination/election process is a hybrid of AHA-AHW-NOP current practices. We relooked these to ensure we have cherry-picked the best features of each one. Our goal was to strike the appropriate balance between member input and board experience while welcoming new talent, utilizing the time and talent of our more experienced members, and conducting business in an open manner.

Feedback: Ensure that the initial board is structured to continue the goodwill created thus far by the SPC and make the transition period as easy as possible.

Response: One tweak – but a big one. The AHW and NOP boards will each suggest names for the first President of the NHCA. The new joint board will select two names from the combined lists to fill the President's role. The initial Presidency has been modified to be a Co-Presidency following the example of the Co-Chairs of the SPC. These two individuals will serve for the initial two years then the association will elect a single President-elect from within the board of directors to become the President in year three. This model has previously been used in another organization within the Hereford community – reports are that it was successful.

SUMMARY of REVISIONS

- Revised text shown in **blue** or where a paragraph contains significant revision or rearrangement the heading only is in **blue**.
- Explanatory comments in **green**.
- Extracted only the paragraphs where revisions have been made

National Hereford Cattlewomen's Association

Leadership, education and service for women in the Hereford business

- Promoting Hereford cattle <tweaked wording>
- Providing leadership & educational opportunities for Hereford women & youth
- Educating cattle breeders and consumers about Hereford cattle

Table of Contents <added>

Article 1	Offices, Records, Seal
Article 2	Purposes
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Article 3.2 Qualification and Admission

The members of this association shall consist of those persons who are interested in Hereford cattle, from any **segment** of the cattle industry, from anywhere in the world **who submit membership information and dues** accepted by the association. In addition, prior to being recognized as a member, the applicant must comply with the provisions of Article 3.3.
 <tweaked words – left “accepted by the association” as safety filter for activists per suggestion>

Article 3.3 Dues <tweaked wording>

Annual NHCA membership dues shall be in such sum as determined by the board of directors. These dues are to be collected annually from each individual or affiliated state association and shall be sent to either the NHCA Area Director or membership chairman, along with **an initial membership information form or renewal form**. Membership dues are due and payable January 1 of each calendar year and are considered delinquent after August 10 of each year. From time to time, the associations may bestow upon one or more individuals the title of “Lifetime Member”. A Lifetime Member shall have all the privileges of a dues paying member, but shall

have a lifetime exemption from the dues requirement. Individual members may become "Lifetime Members" by submission of a membership application and a one-time lifetime membership dues payment of \$200.

Article 4.3.a Notice <cleaned-up & added flex in how notice is delivered>

Written or printed notice of each meeting of the members, whether annual, semi-annual or special, stating the place, day, **time, and purpose of the meeting** shall be delivered or given, by or at the direction of the president, secretary or officers or persons calling the meeting, to the membership entitled to vote thereat, **by announcement to the directors and membership through the customary methods of the association including all of the following which are possible given time available:** web site, newsletter, e-mail to members who have provided an e-mail address to the association, publications, both printed and electronic, of the American Hereford Association (AHA), and by United States mail in cases where a member has stipulated this form of communication on their membership application. Notice will be given not less than thirty (30) days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given.

Any notice of a meeting of the members issued by electronic means shall be deemed delivered once the message has been electronically transmitted by the association, posted to the corporate web site or published by the AHA. Any notice of a meeting of the members sent by mail shall be deemed to be delivered or given when deposited in the United States mail with postage thereon prepaid, addressed to the member at her address as it appears on the records of the association.

Article 4.4.a Business Which May Be Transacted at Annual Meetings

At each annual meeting of the members, the members shall elect directors to hold office for such terms as provided for in the articles of incorporation and the bylaws. Additionally, they may transact such other business as may be desired, **providing** same was specified in the notice of the meeting. **The transaction of business not specified in the notice of the meeting shall require a majority vote of those members present at the meeting to be added to the meeting agenda.** <additions may only be made by majority vote of members present >

Article 4.4.b Business Which May Be Transacted at Special Meetings

Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting; unless the transaction of other business is consented to by a **majority of members present at the meeting.** < changed "all" to majority – consistency with 4.4.a>

Article 5.2 Number; Qualifications < broke into 3 lettered paragraphs a,b,c>

The board of directors will consist of 12 members each serving a four (4) year term of office.

Article 5.2.a Initial Population of the Board

In order to initiate and maintain a cycle of four (4) year terms of office with a portion of the directors elected each year, the board of directors will initially be populated and new directors elected by the following schedule:

YEAR ONE (October 2009-October 2010) <incorporated co-President suggestion throughout>

The initial board of directors of the association will consist of twenty-four (24) members composed as follows: twenty-four (24) directors plus two Co-Presidents who are not members of the board. The board of directors will appoint the co-presidents from the NHCA membership to serve a two-year term of office with responsibilities of office and voice, but casting a single vote only in the event of a tie vote of the directors. In addition, up to three (3) Strategic Planning Committee Advisors will serve a one-year term as advisors to this board, with voice but no vote. Officers will be elected per article 7.1 with the exception of a President-elect.

YEAR TWO (October 2010 – October 2011)

The number of directors will be reduced to twenty-one (21) directors at the time of the annual meeting in October 2010, when six (6) of the founding directors, (as defined below) terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. Officers will be elected per article 7.1 including a President-elect.

YEAR THREE (October 2011 – October 2012)

The number of directors will be reduced to eighteen (18) at the time of the annual meeting in 2011, when six of the (6) founding directors, (as defined below) terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. The Co-Presidents appointed in year one will become the immediate past presidents and may serve as an ex-officio advisors for one (1) year. The previous year's President Elect will become the new President to serve a one (1) year term of office; from hence forward the President will be elected in this manner. Officers will be elected per article 7.1.

YEAR FOUR (October 2012 to October 2013)

The board of directors will be reduced to fifteen (15) members as six of the (6) founding directors terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. Officers will be elected per article 7.1.

YEAR FIVE (October 2013 to October 2014)

The board of directors will be reduced to twelve (12) members as the final six (6) founding directors terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. From this point forward, unless changed by amendment to the bylaws, each of the twelve (12) directors will be elected to serve four (4) year terms with 3 new directors elected each year. Officers will be elected per article 7.1.

<new text added for consistency + last sentence moved from para above to this para>

Article 5.2.b Qualifications

Directors must be members of the association. If any person who is a director ceases to be a member that person shall cease to be, and shall automatically be disqualified to be, a director. Directors, whose dues are not postmarked by August 10, are said to be disqualified to serve as a director and a successor shall be chosen as provided in Article 5.5. A director shall be a resident of the area from which said director is elected or shall be elected. Geographical areas of representation are defined in Article 5.3.d. Each area shall be represented by at least one (1) director on the board of directors. At no time shall the board of directors consist of more than four (4) directors from any one area. A director must be an active farm owner/breeder or representative of an active farm owner/breeder of registered Hereford cattle with registration activity dating from the calendar year immediately preceding her election to the board and

continuing throughout her term as a board member. A candidate for election to the board of directors shall have indicated her willingness to serve a four (4) year term of office. [The number of directors may be increased or decreased by amendment to the bylaws, in accordance with the articles of incorporation and the applicable laws of the State of Missouri.](#)

zArticle 5.2.c Performance of Duties

Any director who is absent from two (2) consecutive NCHA meetings/events listed below may be replaced at the discretion of the board of directors as provided in Article 5.5 and 5.7.

- (1) Annual Year-Ending Board Meeting/Annual Year-Opening Board Meeting
- (2) Annual Membership Meeting
- (3) Semi-Annual Board Meeting - JNHE or teleconference
- (4) Semi-Annual Membership Meeting - JNHE
- (5) JNHE sponsored contests/events (at least one (1) day in addition to Semi- Ann. Membership Meeting)

Article 5.3.a Founding Directors

The initial board of directors ("Founding Directors") contains twenty-four (24) directors plus [two Co-Presidents](#) appointed from the NHCA membership by the board of directors. The founding directors are [all else the unchanged.](#)

Article 5.3.e Ex-officio Director

<correction of oversight>

The immediate past president may serve as an ex-officio director for one year [with voice but no vote.](#)

[While the intent and actual procedures are essentially the same, the nomination and election sections contain significant rewording and reorganizing.](#)

<changed from 5 members to 1 director + 4 members – not expressly stated but assumed the 4 members would be past board members who are familiar with the requirements for directors>

Article 5.3.f Nominating Committee

A five (5) person nominating committee consisting of one (1) director, the Election Committee Chairman, who will serve as the nominating committee chairman plus four (4) members appointed by the executive committee, will be formed for the purpose of nominating candidates for election as members of the board of directors. The appointed members will include one (1) member from each of the four (4) geographic areas.

<added CPA in response to transparency comments, utilized a nomination letter with instructions given in mass communication channels so we do not have to send out nomination ballots, utilized the 1st – 3rd choice model as it allows us to better interpret member input with regard to ranking nominees and demonstrates the intent to nominate per member input>

Article 5.3.g Nominating Candidates

The association will publish the names of the nominating committee members, the nomination procedure, and timeline in the July issue of the *Hereford World*, on the NHCA web site, in the NHCA summer newsletter, and by communication from directors in each area prior to August 1. In the event that the association is not allowed to publish [the information](#) in the *Hereford World*, the association will mail this information to the membership prior to August 1. Members wishing to nominate a candidate or wishing to be considered for a position on the board must make this desire known to [the association's Certified Public Accountant \(CPA\)](#) by September 1.

The published nomination instructions will direct members who wish to nominate a candidate(s) to address a letter to the nominating committee stating the name and address of the member making the nomination and the names of up to three nominees, in rank order e.g. 1st, 2nd, 3rd choice along with each nominee's contact information.

< used preference points model to make ranking easy and to reflect membership input, CPA tabulation ensures perception & practice of unbiased capture of member input >

Article 5.3.h Tabulating Nominations

The association's CPA shall receive nomination letters and will tabulate the list of nominees. Nominees shall be NHCA members with dues paid by Aug 10 of the current year at the time of nomination and subject to the criteria stated in Article 5.2.b. The list of nominees will be given to the committee in rank order highest to lowest preference. For the purposes of weighting preferences in determining the order of nominees, each first preference shall be counted as three (3) points, each second preference as two (2) points, and each third preference as one (1) point. In case of a tie upon the basis of the highest number of points as above determined, the CPA shall be instructed to determine the person receiving the highest number of first preference points who shall then be the higher ranked nominee. In the case of a tie upon the basis of the highest number of first preference points, the CPA shall be instructed to determine the person receiving the highest number of second preference points who shall then be the higher ranked nominee. In case such tie is still not resolved, the CPA will so note on the list of nominees and the nominating committee shall then determine, by vote of the committee, the rank order of the nominees in question. The CPA shall furnish to each member of the nominating committee a certified report of the results of the count of nominations and shall mail to the President of the association a copy of said report.

<hybrid AHA/NOP/AHW model below – requires the nom com to look at top 5 first but allows them to discuss with nominees and describe the responsibilities etc to see if the nominee accepts or declines. If one or more decline, the nom com may look to the remaining names on the list “one by one” – this does not specify the order in which these remaining nominees will be contacted – that is left to the discretion of the nom com. Trying to strike appropriate balance between member nominations, experienced nom com selecting the best suited nominees, and adequate transparency of process. >

Article 5.3.i Formulating the List of Candidates

The nomination committee chairman will check NHCA records to determine the eligibility of the nominees. The committee will then review the nominees and either list as a potential candidate or set aside nominees per the requirements of geographic representation as follows: if, the board of directors will, upon the expiration of the term of any current director, not have a director who is from any one of the areas, then at least two (2) of the candidates nominated by the Nominating Committee shall be from such area. The Nominating committee shall not nominate any candidate who could not be elected by reason of the limitations under Article 5.2.b. By way of illustration, if four (4) directors from the same area are serving on the board of directors and none of their terms expire at the election in question, then the nominating committee shall not nominate a candidate from that area. Once the requirements of geographic representation have been satisfied, the committee will contact the top five (5) eligible nominees to discuss the responsibilities of service and to ask if they are willing to serve as a director. Should any of these nominees decline, the committee will then review the remaining nominees and contact them one by one to discuss the responsibilities of service and to ask if they are willing to serve as a director until a list of five (5) nominees are found to be eligible and willing to serve as a director. The nomination committee chairman will then notify the board of

directors of the names of nominees to be listed as candidates for election. The names of candidates shall then be released to the members by publication on the NHCA web site, in the NHCA newsletter and through AHA publications, if possible, and released by communication from directors in each area, and by mail or e-mail from the association to the membership by October 1 or 30 days in advance of the annual membership meeting whichever is earlier.

< Learning from current experience >

Article 5.3.j Insufficient Number of Candidates

In the event the committee is unable to confirm three (3) candidates from the list of nominees to replace the three (3) retiring directors the committee will notify the board of directors that an insufficient number of candidates have been confirmed. The board of directors may fill any positions for which there is no candidate by appointment as stipulated in Article 5.5 with waiver of sixty (60) days notice to the area. August 1 to October 1 of the current year will be considered as satisfaction of the sixty (60) day notice period.

<tried to clean this up and make it easier to understand >

Article 5.3.k Election of Directors

At the first annual meeting of members and at every annual meeting thereafter, as the first order of business of the meeting, new directors shall be elected by the members to succeed those directors whose terms expire with such annual meeting. At least one person on the board of directors will be from each of the four (4) areas. Accordingly, if the board of directors, upon the expiration of the term of any current director, would not have a director from any one of the areas, then the candidate for election who is from that area and receives the largest number of votes of all candidates from that area shall be elected to the board of directors, regardless of how many votes the other candidates receive. No person from an area shall be elected if as a result of the election of such person there would be more than four (4) persons who are from that area then serving on the board of directors. After satisfying the requirements in this paragraph, any remaining openings on the board of directors shall be filled by those candidates who receive the largest number of votes.

<Renumbered >

Article 5.3.l Appointment of Advisors.

The executive committee with approval of the board may appoint advisors to the board in any area of its business. Advisors may assist in the conduct of NHCA programs; suggest development of new policies/programs or the revision of existing policies/programs. Advisors serve one (1) year terms, may attend board meetings by invitation of the board as business necessitates, and may advise the board regarding issues within their area of expertise; however advisors have no vote in board meetings.

<90 days changed to 60 days + clean up wording >

Article 5.5 Vacancies

In the event of a vacancy on the Board of Directors for any reason whatsoever, the Board of Directors shall have power to appoint a successor who shall be a resident of the area represented by the predecessor. If no director may be nominated for appointment from the area represented by the predecessor within 60 days of notice of vacancy to members of said area, an appointee may be named by the Board of Directors providing the appointment does not result in more than four (4) directors from the same area simultaneously serving on the board. The appointee shall hold office for the balance of the un-expired term and shall meet any qualifications set forth in these bylaws. Provided further; that the person so appointed by the

Board of Directors **may be** eligible for election to a **subsequent** full term by the members, if the balance of the un-expired term of office has been two (2) years or less.

End of revisions