

**By – Laws**  
**Of**  
**SENEPOL CATTLE BREEDERS ASSOCIATION**

**Article I**

**Purpose of the Association**

The purpose of the Senepol Cattle Breeders Association (SCBA) is to develop, register, and promote the Senepol breed of cattle.

**Article II**

**Membership**

**Section 1.** CLASSES OF MEMBERSHIP. There shall be seven classes of membership including: (1) Founding Member, (2) Charter Member, (3) Active Member, (4) Inactive Member, (5) Associate Member, (6) Junior Member, and (7) Honorary Member.

**Section 2.** FOUNDING MEMBER. Founding members shall be those from the U.S. Virgin Islands (USVI) who (a) had registered Senepol cattle and were accepted for membership in the predecessor association (VISA) prior to December 31, 1977.

**Section 3.** CHARTER MEMBER. Charter members shall be owners or breeders of cattle who have paid the prescribed fee, registered cattle and were accepted into membership. A Charter Member may be an individual, corporation, partnership, institution or firm. If not an individual, such entity shall appoint one individual as its duly appointed representative. Dues for a Charter Member will be considered paid for life.

**Section 4.** ACTIVE MEMBER. Active Member shall be owners or breeders of Senepol cattle who are current in dues and have registered cattle and / or paid Whole Herd Reporting fees in the current or past fiscal year. An active member may be an individual, corporation, partnership, institution, or firm. If not an individual, such entity shall appoint one individual as its duly appointed representative.

**Section 5.** INACTIVE MEMBER. Inactive Members shall be those who (a) have previously registered Senepol cattle, (b) are current in dues, but (c) have not registered cattle in the current or past fiscal year. An Inactive Member cannot vote or hold office.

**Section 6.** ASSOCIATE MEMBER. Associate Members shall be those individuals, businesses or institutions who are interested in the advancement of the Association and have paid the prescribed membership fee but who have not registered cattle. An Associate Member cannot vote or hold office.

Section 7. JUNIOR MEMBER. Junior Members shall be those owners or breeders of Senepol cattle who are under 21 years of age, are current in dues and have registered cattle in the current or past fiscal year. A Junior Member cannot vote or hold office.

Section 8. HONORARY MEMBER. Honorary Members are those individuals who have made an outstanding contribution to the development of the Senepol breed and who have been elected to honorary membership by the Board of Directors.

Section 9. RESPONSIBILITY AND OBLIGATION OF MEMBERS. A member, upon applying and being accepted for membership, agrees to abide and be bound by the Articles of Incorporation, By – Laws and all Rules of the Association and by all decisions and actions by the Board of Directors and Executive Committee.

Section 10. TRANSFER OF MEMBERSHIP. Membership in the Association shall cease upon the death, resignation, or expulsion of a member, except as may otherwise be provided in the Rules of the Association.

Section 11. VOTING AND HOLDING OFFICE. Only Founding Members, Charter Members and Active Members are eligible to vote or hold an elected office. Any eligible voting member may use up to five proxy votes from eligible voting members that have signed an official SCBA proxy vote statement. These proxy vote statements can be used for one dated membership meeting. (2005)

Section 12. ANNUAL MEETING. The Annual Meeting of the members shall be held at some suitable time and place designated by the Board of Directors and (if known) announced at the previous meeting Annual Meeting. A quorum for the transaction of business shall consist of 25 voting members present and in good standing or 25 percent of the total voting members, whichever is less.

Section 13. SPECIAL MEETINGS. Special Meetings may be called at any time by the President or by the Board of Directors and shall be called by the President upon written request by 25 percent of the voting members in good standing.

Section 14. NOTICE OF MEETINGS. Notice of meetings, Annual or Special, shall be mailed to members at their last recorded address at least 15 days before such meeting.

### **Article III**

#### **Board of Directors**

Section 1. POWERS OF BOARD OF DIRECTORS. The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the By – Laws; shall fix and collect dues and fees; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the registration and the conduct of business as shall be deemed

advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. SIZE OF BOARD. The Board of Directors shall be composed of 12 members plus the Immediate Past President who shall serve in the non-voting capacity unless his Directorship term of office is unfulfilled. Only Founding Members, Charter Members and Active Members may serve on the Board.

Section 3. ELECTION, QUALIFICATION AND TENURE OF OFFICE.

3.1 The Board of Directors shall be nominated by a Nominating Committee comprised of a member selected by each approved State and/or International Association and the Immediate Past President who shall serve as chairman. Additional nominations may be made from the floor and Directors will be elected at the annual Meeting of members. The SCBA will be broken up into six regions with one (1) Board member per region and six (6) Board Members at large with no more than three (3) from any one region. (1994) (2007)

3.2 Only Founding Members, Charter Members and Active Members may serve of the Board.

3.3 The Directors shall hold office until the next Annual Meeting of members or until their successor is duly elected. The normal term of office shall be three years; one-third of the directors shall be elected each year. Directors may succeed themselves for consecutive terms. (1995) (1999)  
*(Note: At the time of the formation of the SCBA, it was the intent and agreement that there would at all times be a member on the Board of Directors from the Island of St. Croix.)*

3.4 At-Large Director – When a region becomes void of a director and the authorized SCBA nominating committee does not nominate a candidate from said region and there is not a willing candidate nominated from the floor at the annual membership meeting. Then at large candidates can be nominated and elected to fill this void. The At-Large director will be elected at the annual membership meeting. The current members of void region must be notified 30 days before the annual membership meeting of this action. The at-Large Director will serve under the same constraints as a region director with the one exception being that he/she can come from any region regardless of the number of directors serving from that region. (2002)

Section 4. PLACE OF MEETING. Regular meetings of the Board of Directors shall be held at any place designated by the President or the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the association.

Section 5. ORGANIZATION MEETING. A regular meeting of the Board of Directors shall be held within 30 days after each Annual Meeting of the members for the purpose of organization and the election of officers, as well as the transaction of other business.

Section 6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least twice a year.

Section 7. SPECIAL MEETINGS. All Special meetings of the Board of Directors shall be called by the President or, if he is absent, or is unable, or refuses to act, by the Vice-President or by any four Directors.

Section 8. NOTICE OF MEETINGS. Written notice of time and place of regular or special meetings shall be mailed and/or emailed from the acting President to each director at least 15 days before the meeting; provided, that in the case of an emergency meeting, telephone notice will suffice. (2007)

Section 9. TELEPHONE MEETINGS. In the event emergency action is needed, the Board may meet by telephone. At any meeting of the Board, a member may attend by telephone, or similar means of electronic communication which permits him/her to participate in the meeting, and a Director so attending shall be deemed present at the meeting for all purposes, including the determination of whether a quorum is present.

Section 10. ABSENCE. Any member of the Board of Directors unable to attend a meeting shall notify the President or principal staff executive and state the reason for his/her absence. If a Director is absent for two consecutive meetings for reasons which the Board has failed to declare sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 11. RESIGNATION OR REMOVAL. Any Director may resign at any time by giving written notice to the President or the principal staff executive. Any Director may be removed, with cause, by a majority vote of the Directors at any regular or special meeting of the Board of directors; provided, that for any cause other than non-payment of dues, expulsion shall occur only after the director has been advised of the complaint against him and he has been given reasonable opportunity for defense as a meeting of the Board of Directors; and such Director, if expelled, may appeal the decision of the Board at the Annual Meeting of the Association.

Section 12. QUORUM. A majority of the Directors constitutes a quorum of the Board of Directors for the transaction of business.

Section 13. COMPENSATION. Directors shall serve without compensation; provided, that reasonable and necessary expenditures which may be incurred in the fulfillment of the authorized purposes of the Association may be paid to such Directors.

Section 14. EXECUTIVE COMMITTEE. The Board of Directors shall elect an Executive Committee and may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business affairs of the Association

not otherwise prevented by statute. The Executive Committee shall be composed of five members to include the President, Vice President, Immediate Past President and two additional members of the Board; provided, that the chief staff executive may serve as an ex-officio member. The Executive Committee shall be responsible for the hiring, compensation, and firing of the chief staff executive. A majority of the Executive Committee constitutes a quorum for the transaction of business. Minutes of each Committee meeting shall be recorded and made available to the Board upon request, and a report covering all actions of the Committee shall be made to the Board at the first Board meeting following any meeting(s) of the Committee.

## Article IV

### Officers and Administration

Section 1. ELECTIVE OFFICERS. The elective officers of the Association shall be a President and a Vice President. All elective officers shall be Founding, Charter, or Active Members.

1.1 The President and Vice President serve a one (1) year term. (1994)

1.2 The President and/or Vice President may succeed themselves for consecutive terms. This consecutive term is not to exceed three (3) years. (2002)

Section 2. STAFF OFFICER. The principal staff executive shall be chief executive officer of the Association and shall be directly responsible to the Executive Committee and the Board of Directors. He shall have the title of Executive Vice President or such other title as the Board from time to time designate. He shall manage and direct all functions and activities of the Association, as prescribed in Section 9 of this article, and perform such other duties as may be specified by the Board.

Section 3. ELECTION. The officers mentioned in Section 1 of this Article shall be chosen annually by the Board of Directors at its first meeting after the Annual Meeting of the members. Each shall hold office until his successor is elected and qualified, or until he shall resign, be removed, or otherwise be disqualified.

Section 4. VACANCIES. If the office of the officers mentioned in Section 1 of this Article becomes vacant by reason of resignation, removal, disqualification, death or otherwise, then the Board of Directors shall, within a reasonable time thereafter, elect a successor who shall hold office for the unexpired term and until his/her successor is elected.

Section 5. OTHER OFFICERS. The Board of Directors may from time to time appoint such other officers as it may deem expedient, and prescribe their duties and their tenure of office.

Section 6. REMOVAL. Any officer of the Association may be removed, with or without cause, by a majority vote of the Directors at any regular or special meeting of the Board.

Section 7. PRESIDENT. The President shall be the principal volunteer non-staff officer of the Association. He shall: (a) preside at meeting of the Association, of the Board of Directors and of the Executive Committee; (b) make appointments to all standing and special committees and be a member ex officio, with the right to vote, of all committees except the Nominating Committee; (c) at the Annual Meeting of the Association and at such other times as he may be deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association; (d) conduct an Annual performance review of the chief executive officer, following input from other members of the Executive Committee; and (e) perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors.

Section 8. VICE – PRESIDENT. The duties of the Vice President shall be such as may be prescribed by the President or the Board of Directors. If at any time the President is absent or is unable to act, then the Vice President shall be vested with the powers and perform the duties of President.

Section 9. EXECUTIVE VICE – PRESIDENT. The Executive Vice-President shall be the chief executive officer of the Association. He shall keep a record of the proceedings of the meeting of members, the Board of Directors and the Executive Committee. He shall keep all records of membership, cattle registrations and performance, have custody of all corporate documents and may serve as secretary and treasurer; provided, that with approval of the Board or Executive Committee he may from time to time delegate certain of these responsibilities to other staff members or agents. He need not be a member of the Association, may receive such reasonable compensation or salary as the Executive Committee may determine.

Section 10. BONDING. At the direction of the Board of Directors, any officer or employee of the Association shall furnish, at the expense of the Association, a fidelity bond or similar protection, in such sum as the Board shall prescribe.

## Article V

### Committees

Section 1. STANDING AND SPECIAL COMMITTEES. The President shall appoint annually such standing or special committees as he/she may find necessary. He/she shall be a member ex officio of all committees, with the right to vote, except the Nominating Committee.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall be comprised of the President of each approved State Association and / or International Senepol Association or a representative appointed by each State or International President and the Immediate Past President who shall serve as Chairman. (2007)

## Article VI

### Expulsion, Suspension, or Censure of Members

Section 1. EXPULSION, SUSPENSION, OR CENSURE OF MEMBERS. Any written complaint against a member of the Association, by a member or non-member or the Executive Vice President, Shall be referred to the Executive Committee. The Executive Committee then may investigate or cause an investigation and attempt resolution of the complaint with the member. If such resolution is not possible, the Executive Committee may suspend the member during further hearing and refer the complaint to an arbitration committee, as provided in the SCBA Rules and Regulations. If a member is expelled, suspended or censured, or if an animal is suspended or expunged or registration denied, the member may appeal to the Board of Directors and, in all cases, the Board action shall be final.

## Article VII

### Miscellaneous

Section 1. FISCAL YEAR. The fiscal year shall be determined by the Board of Directors.

Section 2. INDEMNIFICATION. The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party, by reason of having been Directors, except in relation to matter as to which such Director or former Director shall be adjusted to be liable for negligence or misconduct in the performance of duty.

Section 3. STATE AND INTERNATIONAL ASSOCIATIONS. (1994) State and international associations (1994) of at least five (5) members of SCBA, which support the aims and objectives of SCBA, may be approved by the Board of Directors; provided, that such associations must first submit for approval (a) a written request explaining the proposed activities, (b) Articles of Incorporation, (c) By – Laws, and (d) a list of elected officers. SCBA officers and staff will encourage and assist state/international associations to the extent practical.

Section 4. SEAL. The Association shall have seal of such design as the Board of Directors may adopt.

Section 5. AMENDMENTS TO BY – LAWS. Upon proposal by the Board of Directors, or by petition of 25 percent of the voting members, the By – Laws may be adopted, amended or repealed by a two-thirds majority of the members present at an Annual Meeting or Special Meeting, providing written notice of the proposed amendments has been mailed to the members at least 30 days prior to the date of the meeting.

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The Foregoing By – Laws were duly adopted as the By – Laws of the Senepol Cattle Breeders Association at a meeting of the Board of Directors duly held on May 10, 1991.

Dated \_\_\_\_\_

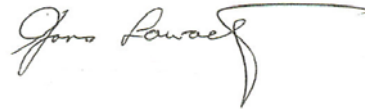
\_\_\_\_\_  
Rob Brown, President

These By – Laws were updated with all addendums, corrections and changes at a meeting of the Board of Directors held on January 16 & 17, 2004.

Dated \_\_\_\_\_

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Jerry White, President

These By-Laws were updated with all addendums, corrections and changes at a meeting of the Board of Directors held June 16, 2007.



Dated 6/16/07 \_\_\_\_\_

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Hans Lawaetz, President