

Articles of Incorporation

And

Bylaws



Articles of Incorporation And Bylaws

Table of Contents

Articles of Incorporation	Page
Name of Corporation	2
Duration	2
Purposes and Powers	2
Registered Agent	3
Initial Place of Business	3
Amendment of Articles	3
Bylaws Authorization	3
Legal Instruments	4
Public Liability	4
Incorporators	4
Initial Directors	4
Initial Officers	5
Organizational Meeting	5
Bylaws	
Name	6
Aims and Objectives	6
Membership	6
Registrations	7
Tattoo Code	8
Duties of Officers	8
Duties of Directors	9
Removal of Directors	9
Board of Directors Vacancy	10
Membership Meetings	10
Board of Directors Meetings	10
Committees	11
Amendments of Bylaws and Articles	12
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ARTICLES OF INCORPORATION
of
**BRITISH WHITE CATTLE ASSOCIATION
OF AMERICA, LTD.**
As filed with the Iowa Secretary of State on December 16, 1987

ARTICLE I

NAME

The name of the corporation is British White Cattle Association of America, Ltd.

ARTICLE II

DURATION

The corporation shall have perpetual duration and shall commence on the date of filing of record with and approval of these articles by the Secretary of State of Iowa.

ARTICLE III

PURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are: The improvement and promotion of the British White Cattle Breed in America and the education of the general public as to the merits of the breed. Further, this corporation shall have all such other powers as the law may grant.

The Corporation is organized exclusively for charitable, literary, educational and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is not organized for pecuniary profit.

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of those articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law).

B. Upon dissolution of the corporation, the Board of Directors shall, after paying

or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IV
REGISTERED AGENT

The address of the initial registered office in the state of Iowa is R.R. 10, Box 67, West Des Moines, County of Dallas, State of Iowa 50265. The name of its initial registered agent at such address is A.T. (Tom) Zimmerman.

ARTICLE V
PLACE OF BUSINESS

The principal place of business of this Corporation shall be R.R. 2, Scranton, Iowa 51462, c/o Dale McDonald.

ARTICLE VI
AMENDMENTS OF ARTICLES

These articles may be amended as set out in the Code of Iowa and/or as set out as subsequent by laws, and upon the filing of said amendment with the Secretary of State of the State of Iowa, as by law provided.

ARTICLE VII
BYLAWS

The Board of Directors of this Corporation may adopt Bylaws for the corporation, which may contain provisions limiting the term or responsibilities of directors and providing for indemnification from obligation or loss of officers and directors incurred as a result of their office.

**BYLAWS
Of
BRITISH WHITE CATTLE ASSOCIATION OF AMERICA, LTD.**

ARTICLE I

NAME

1. The name of this Association shall be the British White Cattle Association of America.

ARTICLE II

AIMS AND OBJECTIVES

The primary objective of the British White Cattle Association of America shall be to serve as the official entity in North America to collect, record and retain the pedigrees of British White cattle, and to be the center point for all matters that pertain to their history, breeding, exhibition and publicity, in determination to preserve the British White and its bloodlines as unique and separate from all others.

Furthermore, the British White Cattle Association of America shall have as its positive aim and serious intention to refrain from all mergers or partnerships with other cattle associations, and from any other activity which would compromise its primary objectives or the integrity of the British White animal. (6/12/2023)

ARTICLE III

MEMBERSHIP

1. Adult membership in the British White Cattle Association of America is open to anyone 18 years of age and older. Each membership, which may consist of one or more individuals, shall be entitled to one vote on any matter submitted to a vote of the general Association membership. Application for membership must be made in writing to the Executive Secretary of the Association, and all parties named in a membership shall agree to abide by the Association Bylaws and Rules and Regulations. (6/12/2023)
2. The Board of Directors shall have the power to accept or reject any applications for membership. Furthermore, it shall have the power to expel any member, without refund of membership fees or dues, who acts in a manner detrimental to the association. This shall include anyone who fails to comply with its rules and regulations, uses media of any kind to jeopardize its reputation or that of its members, or in any other way obstructs the peaceful workings of the Association or the accomplishment of its objectives. (6/12/2023)
3. A membership shall be revoked in its entirety when any party named in that membership is expelled from the Association. However, an individual whose membership has been revoked may make a written application for reinstatement and can then be reinstated after having received three-fourths (3/4) affirmative vote from the Board of Directors. (6/12/2023)

4. Legal Partnerships or Incorporated Companies shall specify in writing the person authorized to vote or act in their behalf at any meetings of the Association.
5. Members may vote by proxy at the Annual meeting if the delegate has in his possession a letter of introduction stating that he carries the proxy of the under signed membership.
6. Active members are those who pay annual dues and herd fees or are a life members and pay annual herd fees. Only Active members are entitled to membership voting privileges.
7. Associate Members are non-voting members who may be interested in the advancement of the association. Associate Members may not vote or hold elective offices.
8. Junior Members shall be those under 18 years of age who have paid the prescribed fee. Junior Members are not entitled to vote nor hold elective offices.
9. Honorary Members are individuals who have made an outstanding contribution to the development of the British White breed. They are elected by the general membership of the association provided they have been recommended for such an appointment by a prior resolution of the Board of Directors. Honorary Members are not entitled to vote and may not hold elective offices.
10. Charter Members shall be the first 50 members of the association.
11. The Board of Directors shall set all dues and fees pertaining to membership and publish them in a separate publication titled "Rules and Regulations".

ARTICLE IV

REGISTRATIONS

1. Effective from December 1, 1997 the official Herd Book & Registry shall be maintained on Computer in the British White office with Association owned software. The Herd Book shall contain particulars of the pedigree of British White Cattle to be entered therein.
2. Special forms and applications for applying for registration of animals into the Registry will be provided by the Association.
3. In all cases involving disputes over the pedigree of cattle either listed in the herd book or where application is pending, the decision of the Board of Directors will be final. However, the owner of any animal that is rejected for registry will have the right to appeal. The appeal must be in written form and directed to the President of the association. The board must act upon said appeal within thirty (30) days of having received said appeal.
4. When an animal is accepted for registry the secretary shall issue a certificate of registration in such form and upon such conditions as the membership may from time to time prescribe. In the event of a registered animal being sold, it shall be incumbent upon the seller (previous owner) to return the registration certificate to the secretary for the transfer to the new owner. The identification of the new owner will be made in the association herd book and a new certificate issued with the proper ownership noted to the purchaser.
5. The recommended standard color and markings of the British White breed is as follows:
 1. Body white, with black points, i.e., eyes, muzzle, ears, hooves and teats.
 2. Body white, with red points.

If the animal is not marked as above and the breeder desires to register the animal it is his responsibility to designate it as over-marked or under-marked on the application for registration. This will then be reflected on the animal's registration certificate.

6. The bona-fide owner of the cow at the time she calves bred shall be designated as the "breeder" of the calf.

7. Any animal, male or female showing evidence of being horned is not eligible for registration into the association herd book. No exceptions. Scurs, defined as horn like growth, fastened only to the skin and not to the skull are acceptable. If the scurs are removed then the animal is considered to have been horned and is not eligible to be entered in the herd book.

8. The Board of Directors shall set all fees required for registry of animals into the herd book and those fees will be published in a separate publication titled "Rules and Regulations."

All performance weight and measures MUST be taken between the following time periods.

- 1. For Birth - Immediately following birth of the animal.**
- 2. For adjusted 205 day weight - 160 to 250 days of age.**
- 3. For adjusted 365 day weight - 300 to 450 days of age.**

The above are the basic standards of the industry.

9. All animals entered into the registry must be identifiable by permanent tattoo identification inside at least one of the ears of said animal. The tattoo shall be the number of the animal plus the letter identifying the year. The letter is to follow the sequence of numbers. EXAMPLE: 120E (Letter at the end of sequence will change each year). Said tattoo identification must be recorded in the Association herd book. This was changed in 1994 to agree with the standard International Tattoo Code.

BWCAA TATTOO

Lettering Code

**2013-A 2014-B 2015-C 2016-D 2017-E 2018-F 2019-G 2020-H
2021-J 2022-K 2023-L 2024-M 2025-N 2026-P 2027-R 2028-S
2029-T 2030-U 2031-W 2032-X 2033-Y 2034-Z 2035-A 2036-B**

ARTICLE V

OFFICERS AND DIRECTORS

1. Duties of Officers

a. The President shall be the Chief Executive Officer of the Association. He shall preside at its meetings and shall be Chairperson of the Board of Directors. He shall issue a call for all Board Meetings. He shall carry on the business of the association under the Articles of Incorporation, the by-laws and the instructions of the Board of Directors. The President shall have the right to form committees and appoint those individuals, member or non member, to serve on such committees.

b. The Vice President, in the absence of the President or at his request, shall perform the duties of said officer.

- c. The Executive Secretary may or may not be a member of the Board of Directors, or may be appointed or hired by the Directors. He shall manage and administer the business affairs of the association in accordance with the policy and directives from the Board of Directors as communicated to him by the President. He shall be the official custodian of the seal and the records of the association. He shall hire and discharge all other employees of the association. He shall handle the financial affairs of the association.
- d. The Secretary may or may not be a member of the Board of Directors, or he may be appointed or hired by the Directors. The Secretary shall attend all meetings and keep the Minutes of the association.
- e. The Treasurer may or may not be a member of the Board of Directors, or he may be appointed or hired by the Directors. The Treasurer shall oversee the financial affairs of the association.

2. Duties of the Directors

- a. The affairs of the association shall be managed by a Board of Directors. Directors shall be active, paid-up members in good standing and be elected at the Annual Meeting of the Association. (8/30/2014)
The Board shall consist of nine (9) Directors and they shall be elected for a three (3) year term, with three (3) Directors being elected each year. Any individual seeking a candidacy for the Board of Directors shall send notification, accompanied by a short autobiography in writing, to the Nominating Committee, via the BWCAA office, at least sixty (60) days prior to the next scheduled Annual Meeting. (6/12/2023)
- b. The Directors shall elect from among their own number a President and a Vice President whose terms of office shall be one (1) year (amended 10/5/96). The Board of Directors may appoint additional officers as they see fit in order to carry out efficiently the affairs of the association. However, only active paid-up members in good standing may be officers.
- c. The number of directors may be changed by a resolution at an Annual Membership Meeting. However, such change must carry a 60% majority vote to become law.
- d. Each person who shall serve as a Director or Officer of the association shall be indemnified by the association against all costs and expenses incurred by or imposed upon him, in connection with or resulting from any action, suit or proceeding to which he is, or may be made a party by reason of his being or having been a Director or Officer of the association. Such indemnification shall include settlements made in amounts approved by the Board of Directors at the time such settlement is effected, whether or not such person is a Director or Officer at the time such costs are incurred or imposed upon him. Except, the indemnification shall not apply where he shall be finally judged to be liable by reason of having been negligent, guilty of misconduct or otherwise derelict in the performance of his duty as an Officer or Director. The rights of indemnification herein provided shall be exclusive of other rights to which such person may be entitled as a matter of law.

3. Removal of Directors

- a. If a Director of the association becomes incapable of, or derelict in appropriately fulfilling the responsibilities of his position, or breaches his

fiduciary duty of loyalty to other Board members, or becomes involved in professional or personal misconduct to the extent that continuance of his term as director could jeopardize the reputation of the British White Cattle Association of America, or impede the accomplishment of its objectives, the Board of Directors shall evaluate the situation in either a special or regular scheduled meeting. If one of the conditions listed above is found present with a director, the Board of Directors may, upon a motion approved by at least two-thirds (2/3) majority of those directors present, demand that individual's resignation. If no resignation is submitted, the Board of Directors may revoke that individual's Association membership, thereby disqualifying him from any position on the Board.
(6/12/2023)

4. Board of Directors Vacancy.

Should a vacancy occur on the Board of Directors, the President shall submit one or more names to fill the remaining term of the departed board member to the Board of Directors. Ratification by the majority of the Board is necessary for the seating of the replacement.

ARTICLE VI

MEETINGS

1. Membership Meetings

- a. An Annual Membership Meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The time and place shall be designated by the Board of Directors. All members will be notified by letter or in the official organ of the association at least fifteen (15) days prior to such meeting. Special business shall be mentioned in the notice of the meeting.
- b. A quorum for an Annual Membership Meeting shall consist of 10 percent Active Members in good standing, present personally or by proxy vote.
- c. Only Active Members who are in good standing and those whose membership is paid are entitled to vote at any Annual Membership meeting.
- d. Standard parliamentary procedure will be followed at all meetings of the association membership and at all meetings of the Board of Directors. The BWCAA bylaws and its rules and regulations, however, shall always supersede any conflicting provisions of parliamentary procedure, or Robert's Rules of Order. (1/31/2023)
- e. Special membership meetings may be held either by call of the President or at the discretion of the Board of Directors. A majority of 75% of the Board of Directors will be necessary to call a special membership meeting in the absence of the President's call. All members, will be notified by letter at least ten (10) days prior to the meeting date. All business shall be mentioned in the notice of the meeting.

2. Board of Directors Meetings

- a. The regular meeting of the Board of Directors shall be held each year in

conjunction with and at the same place as the Annual Membership Meeting.

b. In addition to the meeting provided for in paragraph “a” above, the Directors shall meet at least once annually at a time and place to be selected by the Board of Directors. The meeting shall occur approximately six (6) months prior to the next Annual Membership Meeting.

c. Special meetings of the Board of Directors shall be held whenever called by direction of the president or by a 75% majority of the Board of Directors. All Directors shall be given notice, in writing, of time, place and purpose of any Board of Directors meetings. (6/12/2023)

ARTICLE VII

COMMITTEES

1. Executive Committee. This Committee shall consist of the President, Vice President and Executive Secretary, with the President acting as Chairperson. It shall be their duty to conduct the affairs of the association between the Directors Meetings and carry out the instructions of the Board of Directors.

2. Bylaws Committee. The Vice President shall be Chairman of the Bylaws Committee. (a) The Bylaws Committee Chairman shall select two additional committee members and their terms, unless terminated earlier, will coincide with and expire at the same time as the Vice President. (b) The Bylaws Committee shall be responsible for all matters pertaining to the bylaws, including but not limited to: Interpreting and researching the possibility for required or needed changes to the bylaws. All suggested bylaws updates shall first be submitted to Bylaws Committee. When the Bylaws Committee feels a change is in order, such change shall be presented, in accordance with provisions in the Articles of Incorporation and/or Bylaws, for adoption. (3/2/11)

3. Rules Committee. It shall be the duty of the Board of Directors to interpret all Rules and Regulations, and to recommend such changes as they deem necessary.

4. Financial Committee. The Treasurer or President shall be the Chairperson along with two other Directors. Their purpose shall be to prepare a budget annually and submit same to the Board of Directors for their approval. They shall also make recommendations to the Board of Directors for the investment of available funds.

4. Promotion Committee. This Committee shall make recommendations pertaining to advertising, show promotions, live animal and carcass display and any and all activities that would present and promote the breed.

5. Nominating Committee. The Nominating Committee shall be appointed annually by the President at least ninety (90) days prior to the Annual Membership meeting to nominate Directors of the Association. As soon thereafter as possible this Committee shall report the names of its candidates to the Secretary, who shall in turn notify the general membership of the nominations at least thirty (30) days in advance of the Annual Membership Meeting.

The Executive Committee, standing committees and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Electronic voting is authorized when conducted in conjunction with an electronic meeting. (10/7/11)

ARTICLE VIII

BYLAWS AND ARTICLES OF INCORPORATION AMENDMENTS

1. The Board of Directors shall have the power to amend the bylaws of this organization by a three-fourths (3/4) majority vote.
2. Any change or revision of the by-laws or Articles as a result of Board action shall become effective within thirty (30) days, after which such change is published. 10/5/96
3. Any member or group of members can, at any time, petition the Board of Directors concerning any Articles, Bylaws or amendments. The Board shall then, in a regular or special meeting, deliberate and act upon that petition as its majority determines best serves the good of the Association. 3/21/2023

Bylaw Changes:

- | | |
|---|------------|
| 1. Article VIII, Section 1, 2 and 3 updated and ratified by board | 10/05/1996 |
| 2. Article VII, Section 2 updated and ratified by board | 03/02/2011 |
| 3. Article VII, Committees updated and ratified by board | 10/07/2011 |
| 4. Article V, Section 2, paragraph a. updated and ratified by board | 08/30/2014 |
| 5. Article VI, Section 1, paragraph d. updated and ratified by board | 01/31/2023 |
| 6. Article VIII, Section 3 updated and ratified by board | 03/21/2023 |
| 7. Article II, Aims and Objectives updated and ratified by board | 06/12/2023 |
| 8. Article III, Section 1,2 and 3 updated and ratified by board | 06/12/2023 |
| 9. Article V, Section 2 paragraph a. updated and ratified by board | 06/12/2023 |
| 10. Article V, Section 3 added, updated and ratified by board | 06/12/2023 |
| 11. Article VI, Section 2, paragraph c. updated and ratified by board | 06/12/2023 |

Current address as of June 12, 2023
British White Cattle Association of America, LTD
6656 45th Ave South West
Pequot Lakes, Minnesota
218-568-7003
office@britishwhite.org

**Articles of Incorporation
and Bylaws**

**British White Cattle Association of
America, LTD**



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6656 45th Avenue S.W.
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