

By-Laws of
THE VIRGINIA HOLSTEIN ASSOCIATION, INC.

Approved as Revised
October 23, 1978

Amended
November 13, 1999

Amended
March 6, 2002

Amended
October 5, 2004

Amended
October 21, 2015

Amended
October 22, 2024

ARTICLE I

PURPOSE AND POWERS

The purpose for which the Association is formed and the powers which it shall have are as follows:

- 1 Improving Holstein-Friesian cattle in Virginia, and promoting and representing the best interest of the breeders and owners of such cattle.
- 2 Sponsoring and conducting shows and sales of Holstein-Friesian dairy cattle.
- 3 Cooperating with Junior Holstein, 4-H, FFA and other responsible youth organizations, by sponsoring shows and sales of purebred registered heifers calves as a means of making available to such youth a selected supply of high-quality, healthy animals for their projects.
- 4 Sponsoring and encouraging the promotion and proper management of Holstein-Friesian cattle by members and non-members alike through awards, news articles, seminars, workshops, field day activities and other similar recognition and motivation activities, and soliciting similar support from other interested individuals and organizations.
- 5 Publishing and/or distributing to members, youth groups, and others – such national, regional and state Holstein publications and other relevant materials as the Board of Directors shall authorize.
- 6 Charging and receiving general membership fees, entry fees for shows and sales, meeting fees, consignment fees and sales commissions – all of which shall be used for defraying expenses incidental to the operation of the Association and its programs.

- 7 Possessing and exercising any and all powers conferred by law on like corporations.
- 8 Notwithstanding all of the above, this association shall function as a non-profit organization. Profit is not one of the purposes for which the association was formed, and it is not empowered to pursue same.

ARTICLE II
MEMBERSHIP

1 GENERAL. Any person, group of persons, or other legal entities interested in Holstein-Friesian cattle (Registered, Grade, and/or Dairy Beef) and who agree to be a member of the Association, who pay the appropriate membership fee, and who meet such other conditions as may be set by the Board of Directors, shall become members of the Association. Upon acceptance of a membership, the Association shall make the new member a subscriber to at least one Holstein publication (Art I, Sec.5) at no additional charge.

2. RESIGNATION, SUSPENSION, TERMINATION. A member may resign their membership at any time by notifying the Secretary in writing of their decision to do so. Any member whose membership in Holstein USA has been suspended or terminated will automatically have their membership in Virginia Holstein Association also suspended or terminated. This action will become effective on the same date as the action by Holstein USA. (No dues will be refunded).

The Board of Directors shall have the right to suspend or terminate, for cause, any membership at any time. The most prevalent causes would be actions contrary to the goals, purposes or best interests of the Association. The suspended or terminated member shall be notified by registered mail of the Board action within 72 hours of the action and shall have the opportunity to appear in their own defense at the next regular or special meeting of the Board. The suspended or terminated member may be reinstated by an affirmative vote of 2/3 of the Board members present at such a meeting.

Suspension or termination shall stay all rights and interests in the Association by that member as of the date of Board action.

ARTICLE III
MEMBERSHIP MEETINGS

1. REGULAR ANNUAL. The annual membership meeting shall be held at such time and place within the State of Virginia as may be determined by the Board of Directors.

2. SPECIAL. Special meeting of the membership may be called by the Board at any time, or ten percent (10%) of the membership may file a petition with the Board stating the specific business to be brought before the membership and demand a special meeting. In the latter case, the President and/or Secretary must arrange for such a meeting in no less than 10 and not more than 60 days; to be held at a reasonable time and place within the State.

3 NOTICE REQUIRED. Notice of all meeting, both annual and special, together with an agenda thereof shall be notified to each member at least ten (10) days-but not more than fifty (50) days prior to each meeting. No business shall be transacted at special meetings other than that referred to in the notice

Notwithstanding any other provision of the law or of these by-laws, whenever notice is required to be given to any member of this association of any meeting for any purpose, under the provisions of the law, or under the provisions of the certificate of incorporation, or by the by-laws of this Association, a waiver thereof in writing and signed by the affected members shall be deemed equivalent to the giving or proper notice. Such waiver may be executed prior to, during, or after the meeting.

A member who attends a meeting shall be deemed to have had proper notice of the meeting, unless they state for the record, during the meeting, that they are attending for the express purpose of objecting to the transaction of any business because they did not receive proper notice.

4 QUORUM. Ten members or ten percent (10%) of the membership, whichever is smaller, present in person or represented by a mail or e-mailed ballot shall constitute a quorum for the transaction of business at any membership meeting of the Association. In the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained

5 VOTING RIGHTS. Each member shall have one vote and only one vote on each question presented at meetings of the membership of the association. Firms, partnerships, corporations or associations shall be entitled to only one vote each, the same as an individual and may be represented by an individual, associate, officer or member thereof, duly authorized in writing. Legal entities, to avoid questions, should notify the Secretary in writing as to who will represent them and cast their ballot at membership meetings.

6 PROXY VOTING. No proxy voting shall be permitted in the meetings of this association.

7 MAIL/ELECTRONIC MAIL VOTING. A member may vote by mail/e-mail on any specific question presented on a ballot prepared and distributed to the members at the direction of the Board of Directors, which ballot must be executed and returned on or before a specific date set by the Board, not to be less than twenty (20) days from the mailing of the ballot.

8 ORDER OF BUSINESS. The order of business at the annual meeting, and as far as possible at all other business meetings of the members shall be:

- A. Call to Order
- B. Determination of a quorum
- C. Reading and disposal of any unapproved minutes
- D. Reports of officers and committees
- E. Unfinished business
- F. New Business (Including any elections)
- G. Announcements
- H. Adjournment

ARTICLE IV

DIRECTORS-ELECTION, DUTIES, MEETING

1 GENERAL. The business of this Association shall be managed, conducted, and controlled by a board of Directors numbering not less than five (5) or more than fifty (50) elected directors and one (1) public director. The Public Director shall be elected by the Directors at their first meeting after the annual meeting. Virginia Polytechnic Institute and/or a State University Department, which studies dairy production, shall be entitled to representation on the Board with full privileges and/or responsibilities.

 The immediate Past President is automatically a member of the Board.

2 DUTIES. The board of Directors shall make all rules and regulations not inconsistent with the law or these by-laws for the management of the business and the guidance of the members, officers, employees, and agents of the Association. They shall approve all Standing Committee Chairpersons and each approved chairperson shall be entitled to full Board privileges and/or responsibilities. They shall cause to have installed an accounting system, which shall be adequate to the requirements of the Association. It shall be their duty to require that adequate and accurate records be kept of all business transacted by the Association. They shall make the arrangements necessary to adequately finance the Association's operations, and they may establish branch offices and places of business in such places as they deem advisable.

3. EXECUTIVE COMMITTEE. The board of Directors shall appoint an Executive Committee consisting of the President, Vice President, Past President, Secretary, Treasurer, and two other Board Members appointed by the President. The Executive Committee shall meet at the call of the President, and shall have such powers and duties as may, from time to time, be conferred on it by the Board. Their duties and powers may be all those of the Board if so authorized. The Executive Committee shall perform all of the duties and powers of the Board during such times that the Board cannot meet. The minutes of all Executive Committee meetings shall be mailed/e-mailed to the full Board within ten (10) days following their meeting and shall be read and ratified by the full Board at its next meeting following.

ELECTION. At least two (2) directors shall be elected from each region's membership and two at-large directors. The nominating committee (which shall be appointed by the Board or the President) shall exercise its best judgement and present as nominees, the names of a sufficient number of members from that region to fill the open slots in the slate of nominees. Additional nominations for the Board may be made at the annual meeting provided that the nominator and nominee are both members of the same region.

5 ELIGIBILITY. Any active member in good standing is eligible to be a director.

6 HONORAY BOARD MEMBERS. From the roll of former Board members, the membership may elect to the Board of Directors Honorary Members in such number and for such terms as the membership may deem appropriate. Honorary members are nominated by the Board of Directors. Honorary Board Members shall serve as ex-officio members of the Board.

7 SPECIAL MEETINGS. The only regular Board meeting is the election meeting after the annual membership meeting. All other Board meetings are special and may be called by the President at their discretion or are required to be called by the President upon receipt of a written request for such a meeting signed by a majority of the Board or 10% of the membership. (See Article 3, Section 2).

8 NOTICE. Notice of both the regular and special meetings of the board shall be notified by the Secretary to each member at their last known address/e-mail address at least ten

(10) days prior to such meeting. The provisions of Article III, Section. 3 on membership meeting notice also apply here.

9. QUORUM. A minimum of 5 elected and/or committee members shall constitute a quorum at any meeting thereof.

10. ORDER OF BUSINESS. The order of business shall be the same as for a regular membership meeting (See Article III, Section 8).

11. REMOVAL. Any officer or director of the Association may be removed from office, for cause, by a majority vote of the Board Members present at any special meeting called for that purpose. The officer or director shall be notified in writing at least ten (10) days prior to the meeting of the charges to be brought against them at that meeting. During the meeting considering their removal, they or their representative shall be permitted to present witnesses and/or be heard to answer the charges.

12. VACANCIES. When a vacancy occurs on the Board (other than by normal expiration of term), the remaining members of the Board shall call a special meeting of the regions Board of Directors to nominate a successor to complete the unexpired term. If a nominee is not selected in (15) days from the call notice to the affected district, the Board is free to nominate and elect on its own, the only requirement being that the nominee must come from the district area in which the vacancy occurred. A vacant Public Director slot shall be filled as it was the first instance.

13. TERMS. With the exception of: (a) any person filling an unexpired term,
(b) The Public Director, or
(c) All single year term directors,

all Directors elected shall serve a three-year term and shall be eligible to serve (2) consecutive three (3) year terms before becoming ineligible for election for one year. After the one year, two (2) more three (3) year terms may be served. A Director filling an unexpired term of less than one and one-half (1 ½) years shall be eligible for two (2) additional consecutive three (3) year terms. The Public Director and the one-year term directors are reelected annually with no term limits.

ARTICLE V

OFFICERS

1. ELECTION. The directors shall meet immediately following the Association's annual meeting and shall elect a President and a Vice-President from among themselves or the members. Such officers shall hold office for one (1) year or until their successors are elected and qualified, or unless removed from office by death, resignation, or for cause. A Secretary and a Treasurer (or Secretary-Treasure) who may or may not be members of the Association and/or Board shall be elected for the same term length and under the same conditions as the President and Vice President.

The Board of Directors shall also have the power to elect or appoint any other officers which, in their discretion, are needed in the operations of the Association. The terms and conditions of holding office shall be similar to those noted above

2. PRESIDENT. The president shall (1) preside over all regular and special meetings of the membership, Board, and Executive Committee, (2) call for such special meetings of the Board

and for such Executive Committee meetings as necessary, and (3) perform all acts and duties usually performed by an executive and presiding officer. The President shall also perform such other duties as may be prescribed by the Board of Directors.

3. VICE-PRESIDENT. The Vice-President shall perform the duties of the President the latter's absence or disability; provided, however, that in the case of absence caused by death, resignation or removal, or caused by an illness or disability expected to last a long time, the Board may declare the office vacant and elect a successor to serve the remainder of the term.

4. SECRETARY. The secretary shall keep a complete record of all meetings of the Association's membership meetings, Board meetings and Executive Committee meetings and shall have general charge and supervision of the books and records of the Association. They shall sign such papers relating to the Association as the Board may authorize them to. They shall serve all notices required by the law and these by-laws and shall make a full report of their office's activities to the membership at the annual meeting. They shall make all non-financial reports required of the association by law and by-laws. They shall be the keeper of the corporate seal and shall affix same to documents requiring same. They shall initiate and respond to general written communications involving the Association. They shall also perform any such other duties as may be prescribed by the board.

5. TREASURE. The treasurer shall be responsible for accurately maintaining an adequate set of financial records for the Association. They shall give periodic reports of the Association's financial condition at special Board meetings and shall issue a comprehensive written and oral report of the year's financial activities to the membership at the annual meeting. They shall be responsible for receiving and disbursing, as authorized, all monies in the general operating account. They shall be the general administrator of the budget, disbursing such funds to such persons as they see necessary, and notifying the Board and/or President when actual receipts or disbursements are running significantly out of line with the budget. They shall also perform any such other duties as may be prescribed by the Board. (See Article VII, Finances for further guidelines.

6. MEMBERSHIP SECRETARY. The board may appoint a Membership Secretary whose duties shall include assembling and maintaining an accurate listing of all members, by district, plus their last known address/e-mail address and telephone number(s) and shall conduct at least one membership drive a year-soliciting and receiving membership applications and fees, depositing the latter to the appropriate account. They shall report periodically to the Board and to the members in the region, the membership of each region and shall be encouraging membership growth.

As part of their duties, the Membership Secretary shall make the subscriptions to the authorized publications on behalf of the members and shall attend to all correspondence thereto. They shall also perform any such other duties as may be prescribed by the board.

7 DELEGATION OF DUTIES, NEW POSITIONS. The board at its discretion may transfer duties from one officer to another as circumstances require. The Board may elect or appoint additional officers and assign them such duties as the Board deems needed-reporting same to the membership at the next following annual or special meeting.

ARTICLE VI

MANAGER AND /OR EXECUTIVE SECRETARY

1. EMPLOYMENT. The board of Directors may employ a Manager and/or Executive Secretary (who may or may not be a member), fix their compensation, and dismiss them at will. No Director may serve in this position.

2. DUTIES. Under the direction of the Board, the Manager and/or Executive Secretary shall have general charge of the ordinary and usual business operations of the Association. They may be assigned some or all of the duties of some or all of the officers as described in Article V (BUT NOT TO INCLUDE THE DUTIES OF THE PRESIDENT OR VICE-PRESIDENT). They shall keep such records and receive and disburse such funds as the Board shall authorize, rendering periodic readings and accounting of same during the year at Board and Executive Committee meetings and rendering a full accounting in word and writing at the annual membership meeting. They shall carefully preserve all documents, books, records, correspondence, and related materials pertaining to their duties, delivering same to their successor upon the latter's employment. They shall keep himself informed in all aspects of the Association and shall assist Association and district officers in the performance of their duties as directed by the board.

3. REPRESENTATIVE The Manager and/or Executive Secretary shall represent the Association or arrange representation from the Association level, to the general public and to such other organizations as the Directors shall authorize or direct.

4. EMPLOYEE CONTROL. Subject to the approval of the Board, the Manager and/or Executive Secretary may employ, supervise, discipline, and dismiss all agents and employees of the Association not specifically exempted by the Board.

ARTICLE VII

FINANCIAL GUIDELINES

1. MEMBERSHIP DUES. Membership dues shall be received and accounted for as additions to capital.

2. FISCAL YEAR. The fiscal year of this association shall begin January 1 and end December 31 of each year.

3. INDEBTEDNESS Subject to the provisions of Section 167 of the Code of Virginia and acts of the General Assembly pursuant thereto, the Board of Directors shall have the power to borrow money for the use of the Association without limitation as to the amount of corporate indebtedness or liability; to give liens on any association property as security in any lawful manner.

Except for debts lawfully contracted between himself and the Association, no member shall be liable for the debt of the Association to an amount exceeding the amount remaining unpaid on their subscription to capital (dues) in the Association, including any unpaid balance on any promissory notes given in payment thereof.

4. BONDS, INSURANCE. The Board may require the Manager and any or all officers, agents, and employees of the Association to furnish suitable bond. Such bond, unless cash surety is given, shall be furnished by a responsible bonding company, and approved and costs paid by the Association.

The Board shall also provide for the adequate insuring of the properties of the Association and other properties for which it is responsible or are in its possession against all reasonable expected perils.

The Board shall further see to it that adequate liability insurance is kept in force to cover for possible injury or damage to members; employees', or the general public's persons or property.

5. DEPOSITORY. The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the Association and determine the manner of receiving, depositing, and disbursing the funds of the Association, and the form of checks and other financial records, and the person or persons by whom same will be kept and signed. The Board may make changes to the list of depositors and depositories at will.

6. AUDIT OR COMPILATION OF FINANCIAL STATEMENTS. At least once a year, the Board, or an officer directed by the board, shall secure the services of a competent and disinterested public auditor or accountant to make a careful audit or compilation of financial statements of the books and account of the Association and render a report in writing thereon, which report shall be submitted to the membership at the annual meeting. The report shall include at least a balance sheet and income statement for the fiscal period under review.

Special audits or compilations shall be made at the order of the Board or upon a majority vote of the membership at any annual or special meeting.

7. REPORTS. The Directors shall cause the Association to file any and all reports and pay all fees and taxes required by law.

8. COMPENSATION. The compensation of any members, whether regular, Board or Executive Committee, shall be determined by the members of the Association at any annual or special meeting thereof; provided however that no member of the Board, other than one who salary therefore, shall receive compensation or allowance for services rendered for more than thirty(30) days in any one year excluding compensation paid for attendance at meetings where their presence is expected and for which compensation is to be paid therefor.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

1. WORDING. The feminine gender shall be substituted for the masculine when and where appropriate. The discretionary "shall" is to be read as the obligatory "will" wherever found. Singular may be read as plural or visa versa wherever appropriate.

2. SEAL. The seal of the Association shall consist of two concentric circles between which shall be the name of the Association and the year of incorporation, and in the center of which shall be the word, "SEAL".

3. BY-LAWS PRINTED. After adoption, these by-laws together with Certificate of Incorporation of the Association, shall be mimeographed or printed and a copy thereof shall be supplied each member of the association as shown on the books of record of the association.

4. AMENDMENTS. These by-laws may be amended or revised by a majority vote of the Board of Directors, or by the vote of two-third (2/3) of the membership voting thereon at any

regular or special meeting, or by the written assent of two-thirds (2/3) of the members voting in a mail or online poll; provided however, that written notice of such proposed amendments or revision shall have been delivered or mailed/e-mailed to each member's last known address/e-mail address, at least twenty (20) days prior to the meeting or date when such ballots are to be counted. By-laws made by the Board of Directors may be repealed or changed by the members, by voting in the manner described above, and the members may further prescribe that any by-law made by the membership in such a situation may not be altered, amended or repealed by the Directors. The Board shall be required to inform the membership at a subsequent annual meeting, any Board-induced change to the By-Laws.

5. REGIONS OR AREAS. The Board of Directors shall apportion the State into regions, generally along geographical boundaries and incorporating Holstein breeders of mutual interests and experiences as much as possible. The Board then shall encourage the Association members located in each area to organize a local regional Holstein club with the general aims, organization, and purposes as the Association. The association shall be represented at annual meetings and twilight meetings of regions for the purpose of receiving membership comments and for the purpose of representing the Association and its policies and programs to the regional members.

The Association may, by the dues rebate, assist the region financially.

The Association may institute certain competitions or guidelines encouraging and rewarding a high level of regional activity. Such competitions, and the rules therefore, and guidelines shall be decided by the Board of Director.

6. DISSOLUTION. This corporation may dissolve in accordance with procedure outlined in Chapter 2, Article 6 of Title 13.1 of the Code of Virginia and Acts of the General Assembly amendatory thereof and supplemental thereto. After all financial obligations have been met, the remaining funds-if any-shall be transferred to Virginia Polytechnic Institute and State University Department which studies dairy production or such similar organizations as may at that time be operated by the Commonwealth of Virginia.