

**BYLAWS OF
CALIFORNIA BEEF CATTLE IMPROVEMENT ASSOCIATION**

Grass Valley, California

ARTICLE I

Mission

The California Beef Cattle Improvement Association is a producer-driven organization that fosters beef cattle improvement and economic production based on information and education.

Affiliations

The California Beef Cattle Improvement Association is an affiliate of the Beef Improvement Federation (BIF), the California Cattlemen's Association (CCA), and depends on University of California Cooperative Extension and other California public educational institutions for technical advisors and as partners in educational programs.

Purposes

The members of this Association have voluntarily associated themselves together into an organization designed to carry the following purposes:

1. To foster the improvement of beef cattle in California through scientific breeding methods, management, and feeding practices. Major emphasis shall be placed on selection methods for traits of economic importance, such as optimal weaning weights, ability to gain rapidly after weaning, efficient conversion, desirable type and conformation, regular reproduction, longevity, and superior carcass quality.
2. To carry on education and promotional work in connection with production of improved beef cattle.
3. To charge and receive membership dues and other such fees as may be necessary from members, all of which shall be used to carry out the above purposes of the Association.
4. To do each and everything needful and necessary, suitable and proper for the carrying out of the above purposes; however, this Association shall not engage in the buying and selling of livestock or otherwise engage in any activity for profit.
5. To have, possess, and exercise any and all other powers conferred on like associations.
6. These purposes, together with powers and rights granted to this Association by law, are set forth in the Articles of Incorporation.

ARTICLE II

Name of the Association

The name of the Association shall be *California Beef Cattle Improvement Association*.

ARTICLE III

Fiscal Year

The Fiscal year of this Association shall begin on February 1 and shall end on January 31 of each year.

ARTICLE IV

Membership

Section I. Membership. Any beef cattle producer in California and CCA member who agree to be a member of the Association and who pays such membership fees and makes such initial capital investment, and meets such other conditions as may be prescribed by the Board of Directors, may become a member of the Association upon acceptance by the Board of Directors of a signed application for membership. There are two (2) levels of membership – Regular and Associate:

- a. **Regular Members:** To be eligible for voting membership, a person must be a beef cattle producer (commercial or seedstock) or be a member of a cooperative group of breeders approved by the Board of Directors, and must agree to abide by the procedures established for the Association.
- b. **Associate Members:** To be eligible for associate membership (non-voting), a person must not own cattle but be allied with the beef industry. Application for membership in writing shall be filed with the Secretary of the Association, who shall refer it to the Board of Directors for approval or rejection.

Section 2. Membership Certificates and Roll. After the requirements for admission to membership have been met, the Association shall issue to each member a nontransferable certificate of membership in the form prescribed by the Board of Directors. There shall be maintained in the offices of the Association a roll of all members and their addresses.

Section 3. Duties of Members. Each member shall loyally support the Association and shall, in good faith, comply with these bylaws and any amendments thereto duly adopted, and to all other policies and procedures duly adopted by the Association. Conduct in all manner and things shall not be detrimental to the rights and interests and purposes of the Association.

Section 4. Resignation, Suspension, or Termination. Any member may resign their membership upon giving notice in writing to the Secretary. Membership shall terminate when the member withdraws, or when the Board of Directors cancel the membership, or when dropped for nonpayment of dues or fees. The Board of Directors by two-thirds vote shall have the right at all times to dismiss any member who has been judged by the Board to be acting or have acted contrary to the aims and purposes and the best interests of the Association; provided, however, that such member shall be duly notified and shall have the right to appear before the Board in their own defense before any action is taken by the Board; and provided further that such member shall have the opportunity to appeal the decision of the Board to the entire membership of the Association at its next regular or special meeting.

Section 5. Property Interest. No member shall have any equity or property interest in the assets of this Association.

Section 6. Death. The death of any individual member shall automatically cancel their membership in this Association.

ARTICLE V

Dues and Assessments

Section 1. Dues. Annual membership dues for Regular and Associate members for the following year shall be proposed by the Board of Directors at the mid-year Board meeting. Notification of the proposed changes shall be made to the entire membership immediately following the mid-year Board of Directors meeting, via the California Cattleman magazine, the newsletter, direct mail or any other means that will inform the entire membership of this proposal. The final decision shall be made at the annual convention Board of Directors meeting.

Section 2. Dues Renewal Schedule. Annual Regular and Associate membership dues shall be payable on the membership anniversary for the ensuing year. Members who have not paid annual dues by the month following their anniversary shall be dropped from the membership rolls. Membership may be reinstated upon payment of the dues for the current year.

Section 3. Delinquency of Dues. Any member who has not paid dues or assessments as provided in these bylaws will not be in good standing and shall not be entitled to vote in Association matters, nor will they be permitted to propose any new policy or other actions at any regular or special Association meetings.

Section 4. Other Assessments. No assessments may be levied upon the membership, other than annual dues, except by two-thirds (2/3) majority vote of the entire regular membership in good standing. If a two-thirds (2/3) majority cannot be obtained at a regular or special meeting of the Association, the written votes of absent regular members must be obtained by mail or through direct personal contact.

ARTICLE VI

Annual Meeting

Section 1. Annual Meeting. The annual meeting of the Association shall be held once each year, the exact time and place to be determined by the Board of Directors, and due notice given to members.

Section 2. Notice. Notice of all meetings, together with a statement of the purpose of all meetings thereof, shall be mailed to each member at least thirty (30) days prior to the meeting. No business shall be transacted at special meetings other than that referred to in the call. Notices and services thereof may be waived in writing or by the attendance in person or by mail ballot of the members.

Section 3. Quorum. A majority of the members present in person or represented by mail ballot shall constitute a quorum for the transaction of business at any meeting. A majority vote of these present shall control all matters before such meetings, unless otherwise specified in these bylaws.

Section 4. Voting Rights. Each voting membership shall have one vote and only one vote at all meetings of the membership of the Association on each question presented. 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 and filed with the Secretary before the meeting.

Section 5. Proxy Voting. No proxy voting shall be allowed, but any member may vote by mail on any specific question presented on a ballot prepared and distributed to the members under the direction of the Board of Directors, which ballot must be received by the Secretary on or before the date specified by the Board of Directors.

Section 6. Order of Business. The order of business at any regular or special meeting of the Board shall be as follows:

- a. Determine Quorum
- b. Call the Role
- c. Call to Order
- d. Introductions
- e. Approve Minutes
- f. Financial & Membership Reports
- g. Old Business
- h. New Business
- i. Adjournment
- j. Executive Session

ARTICLE VII

Board of Directors

Section 1. General Description of the Role and Authority of the Board. The activities and affairs of the Association shall be conducted and all Association powers shall be exercised by or under the ultimate direction of the Board. The Board represents the community of persons who support the Association financially and the individuals who are the ultimate recipients of services and benefits from the California Beef Cattle Improvement Association. The Board is responsible for establishing Board Policies to guide the Association and its management in the successful pursuit and achievement of its mission, its programs, and its vision as an agricultural organization. The Board of Directors shall be the governing body of the Association and as such shall have the power to appoint and remove at pleasure all Officers, Directors, and the Executive Director of the Association, to prescribe their duties, to fix their compensation and require from them security for faithful service.

Section 2. Number of Authorized Directors. The business of the Association shall be managed, conducted, and controlled by a Board of Directors composed of twelve (12) members elected by the Board of Directors. Directors shall represent a cross-section of industry with type (seedstock, commercial) and geographical location considered. A nominating committee appointed by the President prior to the first Board Meeting each year, will submit names for nomination of Directors.

Section 3. Eligibility of Directors. Only active voting members patronizing the Association shall be eligible for election as Directors.

Section 4. Terms of Office. All Directors shall be elected for three (3) year terms, except in cases where a Director is elected to fill an unexpired term. Terms of office shall be staggered so that four (4) terms expire each year. The retiring President will be retained on the Board of Directors for one (1) year if their term of office ends at the time a new President is elected. The number of elected Directors will be automatically increased for one (1) year under these circumstances.

Section 5. Removal. Any officer or Director of the Association may be removed from office for cause by a majority vote of the members present at any special meeting called for the purpose at which a quorum of the members shall be present or by two-thirds vote of the Board of Directors at any regular or special meeting of the Board. The Officer or Director shall be informed in writing of the charges preferred against him at least ten (10) days before such meeting and at such meeting shall have an opportunity to present witnesses and be heard in person or by counsel in answer thereto.

Section 6. Vacancies. When a vacancy on the Board of Directors occurs, other than by expiration of term, the vacancy shall be filled by action of the Board of Directors and such Director shall serve the remaining term of the Director whose seat has become vacant.

Section 7. Compensation. The compensation, if any, of the members of the Board of Directors, the Executive Committee, officers, and other agents of the Association shall be determined by the Board of Directors.

Section 8. Expenses. Producer members of the Board of Directors may be reimbursed for transportation and subsistence while attending annual meetings of the Association or any other meetings that might be designated by the Board of Directors.

ARTICLE VIII

Board Meetings

Section 1. Place of Meetings. Regular and special meetings of the Board of Directors may be held at any place as designated by the President and stated in the notice of the meeting and may, when dictated by an urgent need, be conducted by conference telephone or other electronic media in accordance with Section 2, below. A regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 2. Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of a conference telephone, electronic video screen communications, or other communications equipment. Participation in a meeting pursuant to this Section 2 constitutes presence in person at that meeting if all the following criteria are satisfied:

- a. Each Director participating in the meeting can communicate with all other participating Directors concurrently;
- b. Each Director is provided the means of participating in all matters coming before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation; and
- c. The Association adopts and implements some means of verifying both of the following: (i) that a person communicating by telephone, electronic video screen, or other communications equipment is in fact a Director; and (ii) that all statements, questions, actions, or votes were made by that Director and not by a person other than the Director.

Section 3. Schedule of Meetings. The Board of Directors shall meet at least twice yearly at a time and place set by the President. A Board member is required to attend at least half of the regularly scheduled meetings each year or present a reasonable excuse for his/her absence. Special meetings of the Board of Directors shall be held upon call of the President or upon written request of a majority of the Directors.

Section 4. Notice of Meetings.

- a. **Manner of Giving Notice.** Notice of the time and place of regular and special meetings of the Board shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone communication, including a voice messaging system or other system or technology designed to record and communicate messages; or (iv) by facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the Director's address, e-mail address, telephone number or facsimile number as shown on the records of the Association.
- b. **Time Requirements.** Notices sent by first-class mail shall be mailed at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission or other electronic means shall be delivered, telephoned, or e-mailed at least seven (7) days before the time set for the meeting.
- c. **Content of Notices.** The notice shall state the date, time, place, and the general purpose of the meeting. No business shall be transacted at special meetings other than that referred to in the call.
- d. **Special Notice.** Notice of all meetings will be mailed to the California Cattlemen's Association, requesting their representation at every Board of Directors meeting.

Section 5. Special Meetings. The Board of Directors shall have the right to call a special meeting at any time, and twenty-five (25) percent of the members may file a petition stating the specific business to be brought before the Association and demand a special meeting at any time. Such meeting shall there upon be called by the President and the Secretary.

Section 6. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 7. Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

Section 8. Order of Business. The order of business at any regular or special meeting of the Board shall be as follows:

- a. Determine Quorum
- b. Call the Role
- c. Call to Order
- d. Introductions
- e. Approve Minutes
- f. Financial & Membership Reports
- g. Old Business
- h. New Business
- i. Adjournment
- j. Executive Session

ARTICLE VIX

Duties of the Board of Directors

Section 1. Management of the Association. The Board of Directors shall have general supervision and control of the Association and its affairs and shall make all rules and regulations, not inconsistent with law or with these bylaws, for the management of the Association and the guidance of the members, officers, employees, and agents of the Association. They shall have installed and kept up-to-date an accounting system which shall be adequate to the requirements of the Association, and it shall be their duty to require proper records to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Association and carrying out its objects and purposes.

Section 2. Executive Committee and Other Committees. The Board of Directors may, at their discretion, appoint from their own membership an Executive Committee of three (3) members, determine their tenure of office and their power and duties. The Executive Committee shall have such powers and duties as may, from time to time, be prescribed by the Board of Directors and these duties and powers may be all of the duties and powers of the said Board of Directors, subject to the general direction, approval, and control of the Board of Directors. Such other committees, as may be deemed advisable by the Board of Directors in conducting the affairs of the Association, may be appointed by the Board from time-to-time as need arises. Such committees shall be responsible to and shall report to the Board of Directors as the Board shall direct.

Section 3. Bonds and Insurance. The Board of Directors may require the Secretary, Treasurer, Executive Director, and all other officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to have adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors. The Board may provide for the adequate insurance of the property of the Association, or property which may be in the possession of the Association, or stored by it, or not otherwise insured, and in addition, adequate liability insurance.

Section 4. 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 to determine the manner of receiving, depositing, and disbursing the funds of the Association and the form of checks and the person or persons by whom same shall be signed, with the power to change banks and the person or persons signing such checks and the form thereof at will.

Section 5. Audits. At least once in each year, the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three (3) persons who shall make a careful audit of the books and accounts of the Association and render a report in writing thereon which report shall be submitted to the members of the Association at their annual meeting. The report shall include at least: 1) a balance sheet showing the true assets and liabilities of the Association; 2) an operating statement for the fiscal period under review; 3) an itemized statement of all expenses for the period under review; 4) a statement showing the amount of capital, if any,

furnished by the members during the period under review; and 5) a statement of the number of members at the close of the year. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the members at any regular or called meeting.

Section 6. Reports to State and Federal Authorities. The Directors shall cause the Association to make and file with State and Federal authorities all reports and returns as are now or may hereafter be required by law. They shall further require the Association to file for exemption for Federal and State income tax.

ARTICLE X

Duties of Officers

Section 1. Officers. The following positions constitute the Officers of the Association:

- a. President
- b. Vice President
- c. Executive Director
- d. Secretary
- e. Treasurer

Section 2. Terms of Office.

- a. The Directors shall elect a President and a Vice-President from among themselves. Any regular member in good standing of the Association shall be eligible for these offices. The Executive Director, Secretary and Treasurer, or Secretary/Treasurer may or may not be a member of the Association. These Officers hold office at the pleasure of the Board of Directors.
- b. Such Officers, except the Executive Director, shall hold office for two (2) years and until their successors are duly elected and qualified unless earlier removed by death, resignation, or for cause. The Executive Director shall be elected annually by the Board of Directors. The Term of Office will begin on April 1 and end on March 31.
- c. The Board of Directors shall also have the power to appoint one (1) or more technical advisors from available persons engaged in beef cattle research or teaching or Extension at an institution of higher education, and such assistant officers as it deems necessary in the operation of the Association.

Section 3. Duties of the President. The President shall: 1) preside over all meetings of the Association and of the Board of Directors, 2) call special meetings of the Board of Directors, 3) perform all acts and duties usually performed by an executive and presiding officer, and 4) sign such papers of the Association as he may be authorized or directed to sign by the Board of Directors, provided, however, that the Board of Directors may authorize any person to sign any and all checks, contracts, and other instruments in writing on behalf of the Association. The President shall perform such other duties as may be prescribed by the Board of Directors. The President shall not make or second any motion or resolution or take part in any debate while in the chair. The President shall strictly enforce the provisions of the bylaws, appoint all special committees, inspect and announce the results of all balloting and call the Directors or Executive Committee together whenever the President deems it necessary. The President may sign, as President, or may direct the Executive Director to sign, all certificates of membership, all orders, contracts, and other instruments of writing, which have been approved by the Board of Directors or by the members. The President shall perform all other duties appertaining to his office. The President shall make all appointments requested of, or pertinent to the Association.

Section 4. Duties of Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President, provided, however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect a successor.

Section 5. Duties of the Executive Director. The Executive Director shall keep a thorough and accurate account of the proceedings and transactions of the Association, keep properly filed and endorsed all documents appertaining thereto, write all communications, draw and sign all drafts ordered paid at any issue and meeting summons or notices required. The Executive Director shall keep a membership roll showing dates of admission and dates of withdrawal, keep just and faithful accounts between the Association and its members, receive all money due and shall notify all members when they are in arrears for dues. The Executive Director shall deposit all monies and other valuables in the name and the credit of the Board of Directors. The Executive Director shall keep a ledger and cashbook and at each regular meeting of the membership or the Board of Directors, or as requested by the Board of Directors, he shall render an account of the state of his books. The Executive Director shall have other powers and duties as may be prescribed by the Board of Directors or by these Bylaws. The Executive Director is a non-voting member of the Board of Directors.

Section 6. Duties of the Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and records of the Association. The secretary shall serve all notices and business pertaining to that office to the members at the annual meeting. The secretary shall act as Secretary to the Executive Committee and shall perform such other duties as may be required of him by the Association or by the Board of Directors. Upon the election of a successor, the Secretary shall turn over all books and other property belonging to the Association that may be in their possession.

Section 7. Duties of the Treasurer. The Treasurer shall perform such duties with respect to the finances of the Association as may be prescribed by the Board of Directors. The treasurer shall sign with the President such papers pertaining to the Association as authorized or directed by the Board of Directors. The treasurer shall make all reports required by law and these bylaws. Complete records of all evidences of debt shall be maintained by the Treasurer at all times.

Section 8. Delegation of Duties. Any of the above duties may be delegated by the Board of Directors to any assistant officers they may appoint or elect.

ARTICLE XI

Duties of the Technical Advisors

Section 1. Duties of the Technical Advisors. Technical Advisors will be invited to all meetings of the membership and Board of Directors. They may be delegated authority to carry out specific tasks for the organization by the Board of Directors. They may serve as chairpersons of appointed committees.

ARTICLE XII

Operating Procedures and Policies

Section 1. General. This Association shall be so operated that the current and active members of the Association will be treated on a fair and equitable basis in the performance of service for them and in the prorating of the operating costs of the Association to them.

Section 2. Operating Procedures.

- a. The Association desires, appreciates, and depends on the cooperation of the animal science departments of California institutions of higher education, the Agricultural Extension Service, and the Experiment Station of the University of California. The Board of Directors is instructed to follow developments in beef cattle research and to take counsel with these agencies.
- b. The Board of Directors shall establish the operating procedures and policies of the Association. Such policies and procedures shall become effective ten (10) days after the members are notified in writing unless the Secretary of the Association receives by that date a petition signed by ten (10) percent of the members, for a special meeting of the members to consider said policy or procedure, provided, however, the members at any regular meeting or special meeting called for that purpose may rescind or revise the action taken by the Board of Directors.

Section 3. Limitations on Directors or Officers Powers.

- a. Loans to Directors or Officers. This Association shall not make any loan of money or property to, or guarantee the obligation of, any member, Director or Officer. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the Director's or Officer's duties.
- b. Standards for Investment. Except as provided in California Corporations Code sections 5240(c) and 5241, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Association's investments, the Board shall:
 - (i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Association's capital; and
 - (ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Association.

ARTICLE XIII

Amendments

Section 1. By the Members. These bylaws may be amended, in whole or in part, by a majority vote of the members present in person, at any regular or special meeting at which there is a quorum and the notice of which contained a statement covering the proposed amendment.

Section 2. By the Board of Directors. These bylaws also may be amended, in whole or in part, by a two-thirds majority of the Board of Directors of the Association at any regular meeting of the Board or at a special meeting of the Board called for the purpose of amending the bylaws. All amendments made by the Board of Directors shall become effective ten (10) days after the members are notified of the amendment in writing unless the Secretary of the Association receives by that date a petition for a special meeting of the members to consider the amendment signed by ten (10) percent of the members; however, the members, at any regular meeting or special meeting called for the purpose, may rescind or revise the action taken by the Board of Directors.

Section 3. Bylaws Printed. The membership shall be notified of these bylaws and any amendments thereto and copies shall be supplied to each member upon request.

Section 4. Past President Voting Rights. Past CBCIA Presidents are Ex-Official Board members with full voting rights when in attendance at Board meetings.

CHRONOLOGY OF BYLAW AMENDMENTS

Bylaws Amended February 17, 2006 – Extensive rewrite of the bylaws

- Changed Home Office to Wilton, CA
- Updated Article I – Affiliations
- Article I – Purposes – Paragraph 1 word correction “optical” to “optimal”.
- Article I – Purposes – Paragraph 5 word correction deleted the first “and”.
- Article III – Fiscal Year – Added the Fiscal Year: “The Fiscal year of this Association shall begin on January 1 and shall end on December 31 of each year”
- Article III – Members became Article IV – Membership with the addition of the Fiscal Year.
- New Article IV, Section 1 – Membership – Requires CCA membership to be a CBCIA member and identified the two levels of membership.
- New Article IV, Section 4 – Resignation, Suspension, or Termination – Deleted the following language “~~Upon failure of the member to pay annual dues or fees charged to such member by one year plus 60 days after last payment, plus personal communication to find out why no renewal June 30 of any year, he will automatically be dropped from membership.~~”
- Added an all new more comprehensive and consolidated Article V, Section 1 – Dues; Section 2 – Dues Renewal Schedule; Section 3 – Delinquency of Dues; and Section 4- Other Assessments. Some of the language in these new Sections was elsewhere in the existing bylaws. I propose consolidation and adding the appropriate new language missing from the existing bylaws. Last two sentences in Section 4 below transferred from existing Article VII Section 2.
- Article III, Section 7 – Annual Meeting renumbered to Article VI – Annual Meeting.
- Article VI – Annual Meeting, Section 2, Notice – Increased from 10 days to 30 days to provide ample time for members to plan and respond to the agenda and voting requirements as well as submit mail in votes as allowed by Article VI Sections 3 and 5 below.
- New Article VI – Annual Meeting, Section 6, Order of Business – The existing bylaws had Order of Business in Article III Section 13 related to annual meeting and in Article IV Section 7 for regular or special meetings. The Order of Business was not identical in both places. The Order of Business should be the same anyway. For consistency, deleted the previous formats and used a standard Order of Business format, which follows our normal agenda format and is reflected in the proposed Article VIII, Section 8 “Proposed Change” below.
- Article IV – Directors and Officers renumbered and renamed to Article VII – Board of Directors.
- New Article VII – Board of Directors, Section 1, General Description of the Role and Authority of the Board – Added new more specific language about the Board powers. “Power of the Board” language was missing from the existing bylaws.
- Article IV, Section 4 – Meetings renumbered and renamed to Article VIII – Board Meetings.
- New Article VIII – Board Meetings, Section 1, Place of Meetings – Section 1 is all new language that addresses the place of Board meetings. Language does not exist in existing bylaws.
- New Article VIII – Board Meetings, Section 2, Meetings by Conference Telephone – Section 2 is all new proposed language that provides more flexibility and options to Board meetings. Language does not exist in existing bylaws.
- New Article VIII – Board Meetings, Section 3, Schedule of Meetings – The existing bylaws require an annual Board meeting that by it self satisfies the current minimum. The Board cannot really function with only one meeting a year. The Board increased the minimum number of meetings to 2 per year.
- New Article VIII – Board Meetings, Section 4, Notice of Meetings – The Board replaced existing Section 4 with new language to provide more flexibility to the Manner of Giving Notice (Section 4a.), to Time Requirements (Section 4.), and Content of Notice (Section 4c.).
- New Article VIII – Board Meetings, Section 4d, Special Notice was relocated without a change to the language from existing Article IV Section 4.
- New Article VIII – Board Meetings, Section 5, Special Meetings – Relocated from existing Article III Section 8 to Article VIII Section 5 as a natural placement under “Board Meetings”. No change to the language required.
- New Article VIII – Board Meetings, Section 7, Effect of Withdrawal of Directors From Meetings – Added language that addresses early withdrawal of Directors from a meeting. Such language is not contained in existing bylaws.

- New Article VIII – Board Meetings, Section 8, Order of Business – The existing bylaws had Order of Business in Article III Section 13 related to annual meeting and in Article IV Section 7 for regular or special meetings. The Order of Business was not identical in both places. CBCIA does call for or hold an annual meeting of the membership. The Order of Business should be the same anyway. For consistency, the Board deleted the previous formats and used a standard Order of Business format that follows our normal agenda format and is reflected in the proposed Article VIII Section 8 “Proposed Change” above.
- Article V – Duties of the Board of Directors renumbered to Article VIX – Duties of the Board of Directors.
- Article VI – Duties of Officers renumbered to Article X – Duties of Officers.
- Article X – Duties of Officers, Section 1, Officers – Added new language to state upfront no officer can hold multiple officer positions and to identify the Officers of the Association.
- Article X – Duties of Officers, Section 6, Treasurer – Added the last sentence from existing Article VII Section 2 to the Treasurer duties. Debt recording is an inherent function of the Treasurer.
- Article VII – Operating Procedures and Policies renumbered to Article XI – Operating Procedures and Policies.
- Article XI – Operating Procedures and Policies, Section 1, General – Corrected the word “proration” to “prorating”.
- Article XI – Operating Procedures and Policies, Section 2, Dues and Fees – Replaced the First sentence with language in new Article V Dues and Assessments. Second sentence should be deleted because the Association should not be in the business of borrowing from members to finance the Association. The third sentence should be relocated and added to the tail end of Article X Section 6.
- Article XI – Operating Procedures and Policies, Section 3, Operating Procedures renumbered to Section 2.
- Article XI – Operating Procedures and Policies, New Section 3, Limitations on Directors or Officers Powers – Added new language to address certain limitations on the Directors and Officers now that CBCIA is investing membership funds with excess cash. The purpose is nothing more than to convey to our membership that Board is fiscally responsible and has bylaws that reflect documented and proper financial protections [i.e., internal control] to ensure the safety of our member’s investment. A copy of the above referenced California Corporations Code is attached and the specific Sections highlighted.
- Old Article VIII – Miscellaneous Provisions was deleted and relocated Sections to other locations as noted below.
 - Section 1. Fiscal Year. The Fiscal year of this Association shall begin on January 1 and shall end on December 31 of each year. (Note – Moved to New Article III – Bylaws.)
 - Section 2. Bylaws Printed. After adoption by the membership, these bylaws and any amendments thereto shall be supplied to each member. (Note – Moved to Section XI Amendments below with modification.)
- Article IX – Amendments was renumbered to Article XII – Amendments.
- Article XII – Amendments, Section 3, Bylaws Printed – Rewritten to read, “~~After adoption by the membership~~; The membership shall be notified of these bylaws and any amendments thereto and copies shall be supplied to each member upon request.” (Note – The language be altered as written above and relocated from old Article VIII Section 2 because CBCIA does not require votes on any matter by the general membership.

Bylaws Amended June 29, 2006 – Article III – Fiscal Year – Change the Fiscal Year from: “The Fiscal year of this Association shall begin on January 1 and shall end on December 31 of each year” to “The Fiscal year of this Association shall begin on February 1 and shall end on January 31 of each year.”

Bylaws Amended June 28, 2007 – Article I – Affiliations – Changed to read: “The California Beef Cattle Improvement Association is an affiliate of the California Cattlemen’s Association (CCA), ~~and~~ the Beef Improvement Federation (BIF), and depends on University of California Cooperative Extension and other California public educational institutions for technical advisors and as partners in educational programs.”

Bylaws Amended October 8, 2007 – Articles VII, Section IV – Terms of Office – Added “An Officers and Directors term of office will start on April 1 of the year appointed and end on March 31st of the year the term expires.”

Bylaws Amended February 21, 2008 –

- Page 1 – Title – Office location changed to Grass Valley
- Pages 2 & 3 – No changes
- Page 4 – Delete “Proposed Changes” – Previous language not deleted
- Page 5 – Article VII, Section 1 – Corrected a spelling error
- Page 5 – Article VII, Section 1 – Added language that enhances the Board of Director’s power to appoint and remove Officers, Directors and the Executive Director, etc.
- Page 6 – No change
- Page 7 – Delete “Proposed Changes” – Previous language not deleted
- Page 8 – Article VIX, Section 1 – Corrected a spelling error
- Page 8 – Article VIX, Section 2 – Deleted reference to Executive Committee meeting minutes requirement
- Page 8 – Article VIX, Section 3 – Added the Executive Director
- Page 9 – Article X, Section 1 – Added the Executive Director under “Officer”, which follows the CCA outline
- Page 9 – Article X, Section 2 – Added Executive Director language, restructured the paragraph for clarification, and provides necessary controls
- Page 10 – Article X, Section 3 – Added language to better define the duties of the President
- Page 10 – Article X, Section 5 – Added the duties of the Executive Director
- Page 11 – Article XI and Article XI, Section 1 – New - Relocated the duties of the Advisors from Article X, Section 5 to a separate Article.
- Page 11 – Article XII – New number because of creating the Duties of the Technical Advisors Article
- Page 12 – Article XII – New number because of creating the Duties of the Technical Advisors Article