



## Purebred Dexter Cattle Association of North America, Inc.

### Bylaws

Updated 2020

#### Article I —Preamble

The name of this Corporation shall be Purebred Dexter Cattle Association of North America (PDCA). Its principal office location shall be in any city or county as designated by the Board of Directors.

#### Purpose Statement

The PDCA is a non-profit corporation organized to preserve and promote Dexter Cattle as a breed. To this end, the PDCA activities may include, but are not limited to the following:

1. Preserve the pedigrees of purebred Dexter cattle in North America, by establishing and maintaining a thorough and accurate registry.
2. Provide information, marketing and advertising to enhance the value of Dexter cattle and encourage Dexter cattle ownership.
3. Provide informational, educational and inspirational resources to encourage better herdsmanship.
4. Develop services for its members to encourage Dexter cattle ownership and registration and to promote growth of PDCA membership.
5. Support breed research.

#### Article II—Governing

1. A Board of Directors shall govern the Association, manage the affairs of the corporation and are empowered to act for the corporation.
2. The Board of Directors shall consist of a President, a Vice President, Secretary, Treasurer, Registrar and Regional Directors.

*Also see **Rules & Regulations - 1. Board of Directors***

3. The Board of Directors may appoint or contract with individuals or service providers to support services such as, but not limited to secretarial services, registration processing, accounting services, management services, consulting and project management.
4. Secretary, Treasurer and Registrar are non-voting positions.
5. No current Board member may hold the positions of Secretary, Treasurer, or Registrar except for a specified temporary period in an emergency situation.
6. The positions of Secretary, Treasurer, or Registrar cannot be held concurrently by one person.
7. Any Board member, Secretary, Treasurer, or Registrar may hold committee positions concurrently with their positions and be responsible for other functions and activities as appointed by the Board.
8. A majority shall be more than one half of the serving Board of Directors.
9. A majority vote is required to pass any motions.
10. The membership may overturn a decision or policy instated by the Board of Directors by a majority of votes cast by the membership.

*Also see **Rules & Regulation - 8. Membership Action Review***

### **Article III—Removal of a Board of Directors member**

1. Any appointed Board of Directors member may be removed at any time by a majority vote of the entire Board of Directors excluding the member under consideration of being removed, or by a majority of votes cast by the membership.
2. Any elected Board of Directors member may be removed at any time by a majority of votes cast by the membership
3. Any elected Regional Director may be removed at any time by a majority of votes cast by the membership

*Also see **Rules & Regulations – 6. Removal from the Board of Directors***

## **Article IV - Membership**

1. Any person, family, partnership or corporation owning registered Dexter cattle or having an interest in Dexter cattle is eligible for membership in the PDCA.
2. The Board of Directors reserves the right to deny membership for reasons of integrity, conflict of interest, or security.
3. Membership of any Association member shall only be revoked by majority vote of the entire Board, excluding the member under consideration of being removed/revoked.

*Also see **Rules & Regulations – 10. Membership***

## **Article V – Meetings**

### **Board of Director Meetings**

1. Meetings of the Board shall be held as needed but not less than quarterly.
2. Members may attend any Board of Directors meetings.

### **Membership Meetings**

3. Membership meetings may be called by the Board of Directors and held as needed.

### **Advance Notification**

4. Advance notification of Board of Director and Membership meetings shall be made available to all members via the PDCA website, and by direct email to all Board of Directors.

### **Post Notification**

5. Minutes of all Board of Director meetings shall be posted on the PDCA website.

## **Article VI - Transparency**

1. The Board of Directors shall make current financial and statistical data available and accessible to the membership upon request.
2. The Board of Directors shall make the membership aware of significant personnel changes, financial hardships, tax liens, legal entanglements or consideration of dissolution.

*Also see Rules & Regulations – 8. Membership Action and Review*

## **Article VII – Animal Registration**

*See Addendum – Registration of Animals*

## **Article VIII – Dissolution**

1. Dissolution of the Association shall be initiated by the Board of Directors who shall provide full disclosure to the membership as to the necessity of this action.
2. Dissolution of the Association shall be approved by a majority vote of the entire membership.
3. Upon dissolution, all remaining funds and assets of the Association shall be donated to other organization(s) having a similar purpose of this Association as determined by a majority vote of the Board of Directors.

## **Article VIII - Changes or Amendments**

Changes or Amendments of these Bylaws shall be by a majority vote of all votes cast by the membership.