



Purebred Dexter Cattle Association of North America, Inc.

Rules & Regulations

The Rules and Regulations shall consist of guidelines, precedents (previously established actions), procedures, definitions, and actions approved by the Board of Directors or by the membership.

It is understood that every situation that could arise requiring consideration cannot be anticipated and specified beforehand in the By-laws or Rules and Regulations. The use of common sense and general agreement between the Board, Officers and general membership should be exercised such that the Purpose of this Association is achieved.

I. Board of Directors

1. It is expected that a Director of the Board shall promote and represent the breed and the Association wisely, responsibly, respectfully, and with the highest possible standard of integrity.
2. The Board of Directors shall provide vision, leadership, governance and good management to the association.
3. The Board of Directors shall manage the property, funds and affairs of the Association.
4. The Board of Directors will be comprised of Executive Officers, Administrative Officers and Regional Directors.
5. Directors of the Board must be active Dexter breeders and current association members.
6. The Board of Directors may appoint or contract with individuals to support other services. Compensation shall be determined by individual contracts.

7. Directors of the Board shall reasonably attend or be available for Board Meetings.
8. Directors of the Board with eligibility to vote shall make every effort to cast their timely vote when a voting matter is presented.
9. Minutes of each Board of Directors meeting shall be maintained in an electronic form and made available to the membership.
10. The Board of Directors shall ensure transparency and access to members in regards to Association policies, liabilities and finances.

II. Executive Officers

1. The Executive Officers shall be the President and Vice President.
2. Executive Officers shall have been active members in good standing of the PDCA for at least (5) years prior to nomination.
3. Executive Officers must be elected by a majority of all votes cast by the entire membership.

Also See XII. Elections and Appointments

III. Executive Officer Duties

A. President Duties

The President shall perform the usual duties associated with the office. These include, but are not limited to:

1. Shall provide vision, leadership and management to the Association, Board of Directors and members.
2. Shall notify membership of changes to Association policies.
3. Shall ensure transparency and access to members in regards to Association policies and finances.
4. Shall preside at Board of Director meetings and all PDCA membership meetings.
5. Shall establish special committees, with approval from the Board of Directors.
6. Shall appoint or assign to the proper Officer or Committee(s) cases of policy questions and/or cases requiring interpretation or resolution.

B. Vice President Duties

The Vice-President shall serve in the absence, incapacity or removal of the President as determined by the Board of Directors.

IV. Administrative Officers

1. The Administrative Officers shall be the Secretary, Treasurer and Registrar.
2. Administrative Officers shall be active Dexter breeders and current PDCA members in good standing.
3. Administrative Officers shall be vetted for aptitude and appointed by the Board of Directors.
4. Administrative Officers serve the Association in a management, advisory, oversight capacity.
5. Administrative Officers have no voting rights in Board of Director decisions.

V. Administrative Officer Duties

A. Secretary Duties

1. The Secretary shall have the general supervision, direction and active management of the property, affairs and business of the Association, subject to the approval of the Board.
2. The Secretary shall countersign all deeds, contracts, leases or other conveyances executed by the Association.
3. The Secretary shall receive, screen and process all association business, membership and registration applications in a timely manner.
4. The Secretary shall systematically keep all accounting and recordkeeping current and published online, viewable by the Board of Directors.
5. The Secretary shall receive new and renewing membership forms, ensuring all information is provided and payment is received. Then update membership information in the online database.
6. The Secretary shall receive membership and registry related forms, ensuring all information is provided and correct payment is received. Then forward forms to Registrar for recording.

7. The Secretary shall provide update reports at Board of Directors meetings to include, but not limited to new and renewing membership rate.
8. The Secretary shall provide updates to the Board of Directors to reflect the Secretary's actual activities.
9. The Secretary shall update these duties with approval of the Board to maintain their efficiency and accuracy.
10. The Secretary shall report to the Board of Directors all matters within his/her knowledge, which the interests of the Association may require.
11. The Secretary shall reasonably attend or be available for Board of Director meetings and shall keep a correct and complete record of all proceedings of the Association.

B. Treasurer Duties

1. The Treasurer shall have the custody of all real estate, monies, and securities of the Association, subject to the direction and control of the Board of Directors.
2. The signature of the Treasurer and one specified Board Director shall be required on association checks.
3. The Treasurer shall invest the Association's funds as directed by the Board of Directors.
4. The Treasurer shall ensure that the property and liabilities of the Association are fully protected by insurance, the amount thereof to be approved by the Board of Directors.
5. The Treasurer shall deposit the Association's funds and securities with such depositories and custodians as directed by the Board of Directors.
6. The Treasurer shall reasonably attend or be available for Board of Director meetings.
7. Quarterly, the Treasurer shall provide detailed report to include but not limited to, check register(s), PayPal transactions, P&L Statement, monthly bank statements showing account balances, and balance sheets to the Board of Directors.
8. Annually, the Treasurer shall provide a fiscal year-end financial statement to the Board of Directors who will in turn make available to the membership.
9. The Treasurer shall perform such other duties as the Board of Directors may prescribe and at all times shall be responsible to the Board of Directors.

10. The Treasurer shall report to the Board of Directors all matters within his/her knowledge, which the interests of the Association may require.
11. The Treasurer shall update these duties, with Board approval, to maintain their efficiency and accuracy.

C. Registrar Duties

1. The Registrar shall be responsible for ensuring the eligibility, accuracy and authenticity of all animal records of registration and transfer within the PDCA registry database.
2. In event of an anomaly in eligibility, accuracy or authenticity, the Registrar shall defer the matter to the Genetics Committee for authorization or direction.

*See addendum **Genetics Committee***

3. The Registrar shall process registration and transfer forms in a timely manner as directed by the Board of Directors.
4. The Registrar shall keep on file all documents constituting the authority for pedigrees and hold them subject to the inspection of any member of the Association.
5. The Registrar shall maintain the records of the transfer of animals and their ownership.
6. The Registrar shall reasonably attend or be available for Board of Director meetings.
7. Monthly and annually, the Registrar shall provide detailed reporting of registration statistics and trends to the Board of Directors.
8. The Registrar shall report to the Board of Directors all matters within his/her knowledge, which the interests of the Association may require.

VI. Regional Directors

1. It is expected that a Regional Director shall represent the will of the membership in their region and promote a sense of community among the members in their region.
2. A Regional Director must live in the area that he/she will represent.
3. Regional Directors may be elected by the members within a given region or appointed by the Board of Directors.

Also See XII. Elections and Appointments

VII. Regional Director Duties

1. Provide timely, respectful customer service regarding Association matters to the members in their region.
2. Attend or be available for Board Meetings.
3. Vote on items presented by the Board of Directors in a timely manner.
4. Be willing to give freely of their time and effort in helping solve the problems or situations of the Association.

VIII. Removal from the Board of Directors of an Executive Officer, Administrative Officer or Regional Director

1. In the event that an Executive Officer, Administrative Officer or Regional Director fails to perform his or her duties as specified in these Rules & Regulations, the Board of Directors shall issue a Notice of Complaint and Remedy.

Also see IX. Notice of Complaint and Remedy

2. The Executive Officer, Administrative Officer or Regional Director shall have thirty (30) days to respond to a Notice of Complaint and Remedy.
3. If the specified remedy is not satisfied as per Notice of Complaint and Remedy, the membership will be notified of proposed removal and allowed 15 days to comment.
4. After the 15 day time of comment, the Board of Directors may vote to remove the Executive Officer, Administrative Officer or Regional Director.
5. The Board of Directors shall appoint an interim replacement from within the Board of Directors until a permanent replacement can be appointed.

IX. Notice of Complaint and Remedy

1. To remove or sanction any member of the PDCA, the Board of Directors shall provide a written Notice of Complaint and Remedy to the member in question.
2. Notice shall include reasons(s) and specific details regarding complaint.

3. (If possible or appropriate) proposal of a remedy that would be considered a path to reconciliation of complaint whereby Notice of Complaint and Remedy would/could be rescinded.

*See addendum **Notice of Complain and Remedy Form***

X. Membership Action and Review

Once annually, or as needed or appropriate, the membership will be provided an opportunity for Action and Review.

A. Purpose/Objective

1. Nominate, elect or approve new Executive Officers and Regional Directors.

*Also see **XII. Elections/Appointments***

2. Request changes, additions or removal of any Association policies or Rules & Regulations, so long as keeping within mandates of the Bylaws.
3. Offer general comments/evaluations of the performance and/or direction of the Association in general or its policies, or Rules & Regulations, or Board of Director members, or other personnel.
4. Initiate a Notice of Complaint and Remedy.

*Also see **IX. Notice of Complaint and Remedy***

5. Answer general Poll questions presented by the Board of Directors in order to better assess the needs and desires of the membership.

XI. Response to Membership Action and Review

1. Members may request changes, additions or removal of Association policies or Rules & Regulations, and/or initiate a Notice of Complaint and Remedy. The Board of Directors shall respond with and a timely decision, action or vote if needed.

*Also see **IX. Notice of Complaint and Remedy***

2. In the event that a member is unsatisfied with the Board of Directors response, a member may insist that the matter be presented to the entire membership for a vote with the majority of member votes cast deciding.

XII. Elections and Appointments

A. Nomination/Election

1. Annually, the membership will be provided the opportunity to nominate individuals to serve on the Board of Directors as Executive Officers or Regional Directors.

Also see X. Membership Action and Review

2. Nominees must meet the eligibility criteria and be able and available to fulfill the duties for the office they are nominating for.
3. Individuals may nominate themselves or be nominated by another member.
4. Regional Director positions must be nominated by a member within that region.
5. If more than one individual is nominated for a position an election shall be presented to the membership (or regional membership if electing a Regional Director) with majority of votes cast deciding.

B. Notification of Nominees

Prior to an election or an appointment, members shall be notified of Nominees and their qualifications and reason for wanting to serve on the Board of Directors.

C. Time of comment

1. Prior to an election or appointment, members shall have a minimum of 30 days to comment.
2. Member comments shall be made available for other members to consider.
3. Comments may be contributed anonymously.

D. Elections

1. Elections shall be provided to the membership by a qualified neutral third party using the best means of distribution for the best rate of return.
2. Elections for Regional Directors shall be held region specific.
3. Members shall be notified of election results.

E. Appointments

1. In the event of a Regional Director vacancy the Board of Directors may nominate an individual from that region. The members in that region shall be notified and

provided with reasons why the Board is endorsing the appointment and allowed 30 days to comment before official appointment.

2. Members shall be notified of appointments.

XIII. Membership

1. Any individual, family, partnership or corporation owning registered Dexter cattle or having an interest in Dexter cattle is eligible for membership in the PDCA.

*Also see **Bylaws Article IV - Membership***

2. The term of an Annual Membership shall be 365 days from payment of membership fee upon joining or renewing.
3. Each membership, whether an individual, family, partnership or corporation shall be entitled to one vote.
4. Members shall be entitled to any of the rights and privileges of the PDCA during which the annual membership fee has been paid.
5. Members must agree and adhere to Best Breeder Practices Statement provided at time of joining and/or renewal.

*See addendum **Best Breeder Practices Statement***

6. Any official charge of complaint by a member against another member shall be given to the President in writing who will then notify the Board of Directors and initiate a Notice of Complaint and Remedy.

*Also see **IX. Notice of Complaint and Remedy***

XIV. Indemnification

1. Each Officer, Regional Director, Staff, or any other person working in an official capacity for the PDCA shall be indemnified against claims and liabilities to which they have become subject by reason of serving the PDCA.

*Also see **XV. Insurance***

2. The PDCA shall reimburse such persons for legal expenses reasonably incurred by them in connection with any claim or liability.

3. However, no Board of Director member shall be indemnified against, or be reimbursed for any expense incurred in connection with a claim or liability arising out of their own willful misconduct, incompetence or gross negligence.
4. The amount paid to any person by way of indemnification shall not exceed the actual, reasonable, and necessary expenses incurred in connection with the matter involved.

XV. Insurance

The Purebred Dexter Cattle Association shall provide liability insurance covering Board Directors, Regional Directors, and committee members acting on behalf of the Association within PDCA sanctioned activities.

XVI. Special Committees

1. Special Committees are advisory units assisting in providing information or recommendations that the Board may use in making decisions or acting upon, and have authority to the degree as approved by the Board.
2. Generally, the President, with the approval of the Board, establishes committees.
3. Any current member is eligible to serve on a committee.
4. Committee members serve in an advisory role and have no vote on the Board.
5. A member of the Board of Directors shall chair any committee and keep the Board of Directors apprised of the committee's activities and progress.
6. The actions of any special committee are subject to the approval of the Board of Directors.

*See addendum **Genetics Committee***

XVII. Amendments

Changes to Rules and Regulations shall be by simple majority of the Board of Directors, or by a majority of votes cast by the membership.