



CONSTITUTION

ARTICLE I: NAME

The official title of the group shall be the Youth American Dexter Cattle Association (YADCA). The Youth American Dexter Cattle Association hereinafter is referred to as the YADCA.

ARTICLE II: AFFILIATION

The YADCA is a branch of the American Dexter Cattle Association. Building a working relationship with other junior cattle associations, both dairy cattle and beef cattle, is encouraged when the cooperating activities fit within the mission of the ADCA and the YADCA and are beneficial to the preservation, the marketing, and the stewardship of American Dexter cattle.

ARTICLE III: PURPOSE

The mission of the YADCA is:

- to protect, improve, develop, and promote the interests, standing, and quality of the Dexter breed
- to assist members in adding value to their animals
- to educate members in the proper stewardship of Dexter health, Dexter breeding, and Dexter preservation as a dual-purpose breed

Activities that support this mission can include but are not limited to:

- Promote wide acceptability, among other purebred cattle breeders, of Dexter cattle viability as both beef and milk producers
- Provide and/or sponsor educational programs for its members through meetings, field days, farm tours, etc. that educate its members about Dexter management, production, and marketing
- Support sales of YADCA animals in line with current ADCA policy
- Provide and support opportunities for the exhibition of Dexter Cattle in the United States
- Provide and maintain a communication link between the ADCA and the YADCA
- In cooperation with the ADCA, provide awards and financial scholarships to YADCA members
- Support and assist other junior cattle groups (4H, FFA, etc.) in the breeding, stewardship, and exhibition of Dexter cattle on local, regional, and national level

ARTICLE IV: MEMBERSHIP

Section 1 – Active membership to the YADCA is open to persons 8-20 years of age. Persons turning 21 after January 1 can continue active membership until December 31 of that year.

Active membership is defined as a youth that owns or is actively involved with Dexter cattle.

Section 2 - Each member will have one vote.

Section 3 – Participating in sales and/or shows sponsored by the YADCA shall be restricted to YADCA members in good standing.

Section 4 – All members in good standing have the right and are encouraged to attend all YADCA functions.

ARTICLE V: OFFICERS

Section 1 – The officers of the YADCA shall include the ADCA Youth Director, President, Vice President, Secretary, and Treasurer.

- President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Delegates and its Executive Board, if such a committee is created by the Board.
- Vice President. The Vice President shall assist the President. In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Delegates or by these by-laws.
- Secretary. The Secretary shall give notice of all meetings of the Board of Delegates and Executive committee, shall keep an accurate list of the Delegates, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Delegates, meetings, and all committee meetings.
- Treasurer. The Treasurer shall have general charge and supervision of the financial records of the association. Perform such other duties as may be prescribed by the Board of Delegates or these By-Laws. Upon the election of a successor the treasurer will turn over all records and other property belonging to the association that is in his or her possession. Upon the selection of a successor the Board of Delegates shall audit the financial records for accuracy and completeness.

Section 2 – The officers will be elected to the Board of Delegates for a one-year term by a majority vote of the YADCA membership present at the ADCA annual general meeting or by proxy vote. Officer terms shall be limited to serving three successive one-year terms.

Section 3 – Each elected officer and member to the Board of Delegates must be an active member of the YADCA during the duration of his or her term. Failure to maintain an active membership shall result in dismissal.

Section 4 – Elected officer must not be a current member of a competing registry or a current officer, director, or staff member of a competing registry.

ARTICLE VI: BOARD OF DELEGATES

Section 1 – Up to Nine (9) members of the YADCA shall be elected by a majority vote of the YADCA membership present at the ADCA annual general meeting or by proxy vote to serve as representatives for the YADCA members and to function as leaders in the YADCA in their regions.

Section 2 – Each Delegate shall serve a term of one year (1 year) on the YADCA Board of Delegates. Delegates terms shall be limited to serving three successive one-year terms.

Section 3 – The duty of the Delegates shall be to set policy and transact business to carry out the purposes of the YADCA as representatives and advocates of the YADCA membership at large.

Section 4 - Delegates must not be a current member of a competing registry or a current officer, director, or staff member of a competing registry.

ARTICLE VIII: AMENDMENTS TO THE CONSTITUTION

Section 1 – Any member of the YADCA may propose an amendment to the YADCA Constitution which

shall be made known to the entire membership at least one (1) week prior to the meeting at which the proposed amendment will be voted upon.

Section 2 – This Constitution shall be amended by two-thirds (2/3) vote of the members present at any membership meeting.

ARTICLE XI: RATIFICATION

Ratification of the Constitution shall take place at the annual meeting of the YADCA by a two-thirds (2/3) vote of the membership at the meeting or by proxy. Notice of the vote shall be given to the membership at least two (2) weeks prior to the annual meeting.

BY-LAWS OF The Youth American Dexter Cattle Association

The name of the organization is the Youth American Dexter Cattle Association. The organization has not been formed for the making of any personal profit or financial gain. The assets and income of the organization shall not be distributable to, or benefit the Delegates, officers, or other individuals. The assets and income shall only be used to promote the association's purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) of the Internal Revenue Code.

ARTICLE I: MEETINGS

Section 1 – Annual Meeting. An annual meeting of members shall be held once each calendar year for the purpose of electing Delegates and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held in conjunction with the American Dexter Cattle Association Annual General Meeting.

Section 2 – Special meetings of the membership may be held at such periodic intervals between annual meetings and at such time as the President and a majority of Delegates may specify for business that needs to come before the membership.

Section 3 – Notice. Notice of meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given at least two (2) weeks prior to the meeting. Such notice shall be deemed effective when notification has been sent to the members of the board.

Section 4 – Meetings of the Board. The Board of Delegates and elected officers shall meet in regular meetings throughout the year as decided upon by the Board of Delegates with attendance open to the membership. These meetings may be through conference calling or at a designated venue where a majority of board members attend. Minutes of the meeting shall be sent to the ADCA Secretary and be available both ADCA members and YADCA members for their review within two weeks after the meeting. A minimum of 4 meetings (quarterly), plus the AGM shall be held.

Section 5 – Quorum. A majority of the Delegates present at the meeting shall constitute a quorum. In the absence of a quorum, a majority of the Delegates may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Delegates present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Delegates results in representation of less than a quorum.

Section 6 – Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent form, setting forth the action so taken, is signed by the Delegates with respect to the subject matter of the vote.

Section 7 – Delegate Removal/Vacancies. A Delegate shall be subjected to removal, with cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Delegates, whether by death, resignation, removal, or any other cause, may be filled by appointment by the President and approved by the Board of Delegates through a majority vote. A Delegate elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8 – Committees. To the extent permitted by law, the President may appoint from the board members or from the general membership a committee(s), temporary or permanent, and the board shall designate the duties, powers, and authorities of such committee(s) by majority vote.

ARTICLE IV: FINANCES

Section 1 – Expenditures. Expenditures of the YADCA shall be paid by the Treasurer. The board may authorize another signatory(s) for times when the Treasurer may be unavailable.

Section 2 – Income. All proceeds collected by the YADCA shall be used to further the purpose of the association.

Section 3 – Fiscal Year. The YADCA fiscal year shall be January 1 through December 31.

Section 4 – Bond. The Treasurer and other signatories may be bonded at the expense of the YADCA in such amounts and with such surety or sureties as may be determined by the Board for the faithful performance of their duties and the proper administration of all funds and property received by them.

Section 5 – Budget. The Executive Committee shall develop a budget at the beginning of each fiscal year approved by the Board of Delegates.

Section 6 – Bank. The Delegates shall designate a federally insured bank(s) as the depository for the funds of the YADCA.

ARTICLE V: COMPENSATION

Delegates and officers serve without compensation. They may be reimbursed for expenses incurred in their duties to the YADCA if approved by a majority Board of Delegates present at a board meeting.

ARTICLE VI: PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of “Robert’s Rules of Order” shall govern this association in all cases to which they are applicable and in which they are consistent with these By-Laws.

ARTICLE VII: AMENDING THE BY-LAWS

These By-Laws may be amended, altered, or repealed by the Board of Delegates by no less than two-thirds (2/3) vote of a quorum of members at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least two (2) weeks before the meeting.

ARTICLE VIII: PROCEDURE

Any Delegate or officer having known duality of interest or possible conflict of interest on any matter shall make a disclosure of such conflict to the other Delegates. Such Delegate shall not vote or use his or her personal influence on the matter, but such Delegate may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect the making of the disclosure, the abstention from voting, and the quorum situation. Any officer having known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the President or, in the case of the President, to the Vice President. Such officer shall abstain from taking any administrative action on the matter. The requirements in this Procedure shall not be construed as preventing any Delegate or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the board or other officers.

ARTICLE IX: INDEMNIFICATION

Any Delegate or officer who is involved in litigation by reason of his or her position as Delegate or officer of this organization shall be indemnified and held harmless by the organization, of the fullest extent authorized by law as it now exists or may subsequently be amended, but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.

ARTICLE X:

The YADCA will operate under the authority of the ADCA Board of Directors and will refer to the ADCA governing documents for items that are not fully disclosed in the YADCA bylaws.