

By-Laws Of
Virginia Cattlemen's Association, Incorporated
A Non-Stock Association Incorporated Under
Chapter 2 of Title 13.1 of the code of Virginia
Revised (as of) July 2019

ARTICLE I
Purpose

The members of this Association have voluntarily associated themselves together into an organization designed to carry out the purposes as set forth in the certificate of incorporation. Furthermore to have and possess and exercise any and all other powers conferred by law on like corporation.

ARTICLE II
Powers

The powers which this Association may exercise shall be those set forth in the certificate of incorporation and those which are conferred by law.

ARTICLE III
Members

Section 1. Membership Classes. Participation in the Association requires membership of which there are four classes.

- a) **REGULAR MEMBERS.** Regular members are persons who engage in or support the production, feeding, and marketing of cattle and pay annual dues determined by the Executive Board of Directors and approved by the membership. Regular members will have full benefits of the association and shall have voting rights under the policy council of the Association.
- b) **FEEDER CATTLE MARKETING MEMBERS.** Only qualified members, who have patronized the Association – sponsored sales at least once during the two years preceding any annual meeting, shall vote on feeder cattle marketing standard operation procedure (SOP) changes or other issues solely affecting feeder cattle marketing issues. All feeder cattle marketing issues will fall under the direction of the feeder calf council.
- c) **ALLIED INDUSTRY MEMBERS.** Allied Industry Members are county or regional cattle producer associations, cattle feeders association, and breed associations within Virginia that pay annual dues as required.

- d) ASSOCIATE MEMBERS. Associate members are Livestock Markets and businesses or firms engaged in activities which support or are associated with cattle production and pay annual dues as required.

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

Section 3. Duties of Members. Each member shall loyally support his Association, and shall properly and in good faith comply with these by-laws and any amendments thereto duly adopted, and with the terms and conditions of any and all agreements with the Association on his part to be performed, and with any and all rules and regulations adopted by the Association; and his conduct in all matters and things shall not be detrimental to the rights and interests of the Association.

Section 4. Resignation, Suspension or Termination. Any member may resign his membership upon giving notice in writing to the Secretary. Upon failure of the regular, allied, or associate member to pay their annual dues or a feeder council marketing member to patronize the Association-sponsored sales at least once during a period of two preceding years prior to the date of any annual meeting, that member will automatically be dropped from membership. The Policy Council or Feeder Calf Council Board of Directors shall also have the right at all times to dismiss any member who has been judged by the Board to be acting contrary to the aims and purposes of the best interest of the Association; provided, however, that any such member shall have the opportunity to appear in his own defense before the next regular or special meeting of the membership. In such case the dismissed member may be reinstated by a two-thirds majority vote of the members present.

Section 5. Death. The death of any member shall automatically cancel his membership in the Association.

Section 6. Services to Non-members. The Association, if it elects to perform services for non-members, shall do so in such manner as may be prescribed from time to time by the Board of Directors.

Section 7. Liability. Except for debts lawfully contracted between him and the Association, no member shall be liable for the debts of the Association to an

amount exceeding the sum remaining unpaid on his subscription to capital in the Association, including any unpaid balance on any promissory notes given in payment thereof.

Section 8. Member's Property Interests. No member or patron shall have a property interest in this Association.

Section 9. Annual Meeting. The annual meeting of the Association shall be held each year, the exact time and place to be determined by the Board of Directors.

Section 10. Special Meetings. The Executive Committee shall have the right to call a special meeting of the Association at any time.

Section 11. Notice. Notice of all membership meetings, together with a statement of the purposes thereof, shall be mailed, e-mailed or posted on the VCA web page at least 14 days prior to the meeting. No business shall be transacted at special meetings other than that referred to in the call.

Section 12. Quorum. At a regular or called meeting of the membership, the members present at the meeting shall constitute a Quorum.

Section 13. Voting Rights.

A. Feeder Council Marketing Issues. Only qualified members, who have patronized the Association-sponsored sales at least once during the two years preceding any annual meeting, shall vote on feeder cattle marketing standard operating procedure (SOP) changes or other issues solely affecting feeder cattle marketing issues. In cases where the vote is not unanimous, the unit rule shall apply and a roll call shall be conducted. Each recognized sale association will receive votes according to the number of Association sponsored sales conducted according to the following schedule: Sales with 1 to 1000 head = 1 vote; sales with 1001 to 2000 head = 2 votes; sales with 2001 to 3000 head = 3 votes and so on. The total number of VCA Tel-O-Auction sale cattle associated with each sale group would add to that group's votes based 1 vote for each 1000 head of cattle sold. The number of head paid on to the promotional fund shall be the basis for determining voting representation. A majority of the votes cast shall be required to pass each motion.

B. Policy Council Issues. Only paid regular members, Allied Industry and Livestock Market members shall have voting rights on general issues not

designated by the Board of Directors to be feeder council marketing issues. Voting shall be on a one member-one vote basis. A majority of the votes cast shall be required to pass each motion.

ARTICLE IV

Directors and Officers

Section 1. The Virginia Cattlemen Association Board of Directors shall consist of an Executive Committee that oversees all functions of the Association. Under the Executive Committee there shall be two Councils. The Feeder Cattle Council shall consist of members that sell cattle in Association sponsored sales and the Policy Council that consist of regular, Allied Industry, and Associate members.

The overall business of the Virginia Cattlemen Association shall be managed by the Executive Committee of seven officers of the Association. The offices that will make up the Executive Committee are President, President – Elect, Treasurer, Chairperson and Vice Chairperson of both the Feeder Cattle Council and the Policy Council. The Treasurer can serve for more than one year. At least one of the following offices: President or President-Elect must be a representative from the Policy Council and Feeder Cattle Council.

The business of the Feeder Cattle Council shall be managed and conducted by a Board of Directors composed of at least nine (9) and not more than fifteen (15) elected Directors; provided, however that six (6) of these Directors shall be elected to represent the special feeder cattle sales, one from each of the six feeder cattle sale regions of the state as follows as well as a Feeder Council appointed At-Large Director:

Region I Abingdon

Region II Wytheville

Region III Dublin

Region IV Harrisonburg

Region V Front Royal

Region VI Radiant

The Executive Secretary shall maintain a current file of active sales and the geographic region to which they are assigned.

The Feeder Cattle Council may nominate up to five association Directors. Two of these Directors would each represent respectively the Virginia Veterinary Medical Association and the Virginia Livestock Markets Association.

The President shall appoint a nominating committee to receive and assemble all nominations for the Feeder Cattle Council and Policy Council made prior to the annual business meeting. The Feeder Cattle Council and Policy Council nominating committee shall determine that all nominations conform to the By-Laws of this Association. The committee shall then present the nominations to the membership. Further nominations shall be requested from the floor.

The business of the Policy Council shall be managed by up to 35 director seats. If all 35 seats are full the policy council may limit the number of markets or affiliate association seats.

6 Districts in the state will have two at-large directors on the state policy council for a total of 12 directors. The six VCA policy regions shall consist of the following county breakdown with region lines reviewed every ten years to assure that the size of each region is based off the latest cattle inventory numbers are similar in size.

District I (western south west region)

Lee, Wise, Scott, Dickenson, Buchanan, Tazewell, Russell, Washington, Smyth, Grayson & Carroll

District II (eastern south west region)

Bland, Wythe, Giles, Pulaski, Craig, Roanoke, Montgomery, Floyd, Patrick, Henry & Franklin

District III (southern valley region)

Alleghany, Botetourt, Bedford, Rockbridge, Bath, Highland, Augusta, Amherst & Nelson

District IV (northern valley region)

Rockingham, Page, Shenandoah, Warren, Clarke & Fredrick

District V (northern piedmont region)

Albemarle, Fluvanna, Goochland, Henrico, New Kent, Gloucester, Mathews, King & Queen, King William, Hanover, Louisa, Orange, Greene, Madison, Culpeper, Rappahannock, Fauquier, Prince William, Loudoun, Stafford, Spotsylvania, Caroline, King George, Westmoreland, Essex, Richmond, Lancaster, Middlesex & North Hampton

District VI (southern piedmont region)

Buckingham, Cumberland, Appomattox, Campbell, Pittsylvania, Halifax, Mecklenburg, Charlotte, Lunenburg, Prince Edward, Powhatan, Amelia, Nottoway, Brunswick, Dinwiddie, Chesterfield, Prince George, Sussex, Greenville, Southampton, Surry, James City, Isle of Wight & VA Beach

Each **affiliate cattlemen or feeder cattle market association** in Virginia that pays their annual VCA dues and has at least 50 members in their association and is approved by the Policy Council shall have a director position on the policy council.

The **Virginia Cattlewomen** shall have one director position on the policy council. The cattlemen shall pay their annual VCA dues to maintain the position on the policy council. The **Virginia Dairymen** shall have one director position on the policy council. The dairymen shall pay their annual dues to maintain the position on the policy council. Any **Livestock Market** that pays their VCA annual dues and is approved by the policy council shall have one director position on the policy council. Any **Associate Members (other than Livestock Markets), Agribusiness Company, or Lender** that pays their VCA annual dues shall have one nonvoting director position on the policy council. These positions will not count towards the 35 voting positions.

Director terms on the policy council shall be three years with the opportunity to serve two consecutive terms before rotating off the council for at least one term. VCA Policy Council shall annually elect a chairman and vice-chair to serve on the Virginia Cattlemen executive board. If the chairman or vice chairman is serving in a president's role on the executive committee then council shall elect another representative to serve on the executive committee.

Section 2. Eligibility for Executive Committee, Feeder Cattle Council, and Policy Council Directors. Only active members shall be eligible for election as Directors. No Director, during the term of his office, shall be party to a contract with the Association differing in any way from the relations accorded regular members of the Association.

Section 3. Election of Directors on the Feeder Cattle Council and Policy Council. Each Director shall be elected for a term of three (3) years and any Director may succeed himself for one second term of three (3) years and then may not be returned to the Board until three (3) years have elapsed. Plans for the inauguration of a system of rotation of the Directors shall be devised by the Board of Directors and presented for the approval of the members so that one-third of the Directors, or as near as may be, shall be elected each year.

Section 4. Officers. The Executive Committee shall meet immediately following the Annual meeting and shall elect a President, President-Elect, and Treasurer.

The Board of Directors for the Feeder Cattle Council and the Policy Council shall meet before the annual meeting and nominate a slate of officers. They shall elect a Chairperson and Vice-Chairperson from among themselves. Such officers shall hold office for one year or until their successors are duly elected and qualified, unless earlier removed by death, resignation, or for cause. The Chairperson and Vice Chairperson of the Feeder Cattle Council and Policy Council shall serve on the Virginia Cattlemen Executive Committee. The Feeder Cattle Council and Policy Council shall appoint an additional Designee to the Executive Committee if one of their officers is serving as VCA President, President Elect, or Treasurer.

The Executive Committee shall also have the power to elect or appoint an Executive Secretary and any other officers or assistant officers that shall be found necessary in the operation of the Association, who may or may not be members of the Association.

Section 5. Meetings. The Board of Directors for the Feeder Cattle Council and Policy Council shall meet at least once yearly at a place and time set by the President. The Executive Committee shall meet at least quarterly. Special meetings of the Executive Committee shall be held upon call of the President or at the request of the majority of the Executive Committee.

Section 6. Notice of Meetings. Notice of both regular and special meetings shall be e-mailed by the Executive Secretary to each member of the Executive Committee and Councils not less than five (5) days before any such meeting; however, such notice may be waived in writing, or by the attendance in person of all the Directors.

Section 7. Quorum. A majority of the Directors shall constitute a quorum at any meeting of the Board.

Section 8. Vacancies. When a vacancy on the Board of Directors occurs on the Executive Committee, Feeder Cattle Council, or Policy Council, other than by expiration of term, the remaining members of that Board, by a majority vote, may fill the vacancy until the Annual Meeting, when the members of the Association, or areas not represented, shall elect a Director for the balance of the term.

Section 9. Compensation. The Compensation, if any, of the members of the Board of Directors and of the Executive Committee shall be determined by the Executive Committee subject to approval of the members at any Annual or Special Meeting of the Association; provided, however, that no member of the Board of Directors, other than one who is acting as an officer of the Association and receiving a regular salary therefore, shall receive compensation or allowance for services rendered the Association for more than thirty (30) days in any one year, exclusive of the periods for which compensation is paid for attendance at Director's meetings or at meetings of the Executive Committee.

Article V
LIMITATION OF LIABILITY AND
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Limitation or Elimination of Liability. To the full extent that Virginia Code Section 8.01-220.1:1, as amended, and the Virginia Nonstock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable for damages in any proceeding against such director or officer.

Section 2. Indemnification for Liability. The Corporation shall indemnify any director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer, and shall indemnify any director or officer of the Corporation who is or was serving at the request of the Corporation as director, partner, manager, trustee, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against all liabilities and expenses incurred in the proceeding, including attorney's fees, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law.

Section 3. Determination to Indemnify. Subject to the provisions of Section 7 of this Article, if there are two (2) or more disinterested directors, a

determination to indemnify a director or officer under Section 2 of this Article shall be made either (i) by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, or (ii) by special legal counsel selected by such vote of disinterested directors. If there are fewer than two (2) disinterested directors, the determination to indemnify a director or officer shall be made by special legal counsel selected by majority vote of the Board of Directors (in which selection interested directors may participate).

Section 4. Advances and Reimbursements of Expenses. Once a determination to indemnify has been made pursuant to the provisions of Section 3 of this Article, the Corporation shall make advances for expenses of, and reimbursements for expenses incurred by, any director or officer in any proceeding described in Section 2 of this Article, upon receipt of an undertaking from the director or officer to repay the same if it is ultimately determined that he or she is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. The director or officer also shall furnish the Corporation with a written statement of his or her good faith belief that he or she has met the standard of conduct described in Virginia Code Section 13.1-876, as amended.

Section 5. Indemnification of Agents and Employees. The Board of Directors is hereby empowered to cause the Corporation to indemnify and make advances and reimbursements to any person not specified in Section 2 of this Article who was or is a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2. The provisions of Sections 2 through 4 of this Article shall be applicable to any indemnification, determination, advancements and reimbursements provided pursuant to this Section.

Section 6. Indemnification Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article, and also may procure insurance in such amounts as the Board of Directors may determine on behalf of any person who is or was a director, officer, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from his or her

status as such, whether or not the corporation would have power to indemnify him or her against such liability under the provisions of this Article.

Section 7. New Majority of the Board of Directors. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification, or advancement or reimbursement of expenses with respect to any claim for indemnification, made pursuant to Sections 2 through 5 of this Article shall be made by special legal counsel agreed upon by the Board of Directors, and if the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 8. Applicability of this Article. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken, or failure to act, before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal. References in this Article to directors, officers, employees and agents shall also refer to their respective heirs, executors and administrators.

ARTICLES VI

Duties of Directors

Section 1. Management of the Association. The Executive Committee shall have general supervision and control of the Association and its affairs, and shall make all rules and regulations not inconsistent with law, or guidance of the members, officers, employees, and agents of the Association. They shall have installed an accounting system which shall be adequate to the requirements of the business, and it shall be their duty to require proper record to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Associations.

Section 2. Committees. The President of the Executive Committee may appoint such committees as he deems necessary for conducting the Association. The Chairpersons of the Feeder Cattle Council and Policy Council may appoint such committees as he or she deems necessary for conducting business in their council.

Section 3. Bonds and Insurance. The Executive Committee may require all officers, agents and employees charged by the Association with responsibility for the custody of any of its funds, or negotiable instruments, to give adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Executive Committee. The Executive Committee 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 adequately insured, and in addition for adequate insurance covering liability for accidents to all employees.

Section 4. Audits. At least once in each year the Executive Committee shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three persons, who shall make a careful review 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) 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. Special audits shall be made upon order of the Executive Committee of upon a majority vote of the members at any regular or called meeting.

Section 5. 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.

ARTICLE VII Duties of Officers

Section 1. Duties of President. The President shall (1) preside over all meetings of the Association and of the Executive Committee; (2) call special meetings of the Executive Committee; (3) perform all acts and duties usually performed by an executive or presiding officer; (4) sign all such papers of the Association as he may be authorized or directed to sign by the Executive Committee; provided, however, that the Executive Committee may authorize any person to sign any or 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 Executive Committee.

Section 2. Duties of the President-Elect. In the absence or disability of the President, the President-Elect shall perform the duties of the President; provided, however, that in case of death, resignation or disability of the President, the Executive Committee may declare the office vacant and elect his successor.

Section 3. Duties of Chairpersons of Feeder Cattle Council and Policy Council. In the absence or disability of the President and President-Elect, the Chairperson of the Policy Council or Feeder Cattle Council shall perform the duties of the President. The Chairperson and Vice Chairperson of the Policy Council and Feeder Cattle Council shall serve on the Executive Committee.

Section 6. Duties of Executive Secretary. Under the direction of the Executive Committee, the Executive Secretary shall have general charge of the ordinary and usual business operations of the Association. He shall, so far as practicable, endeavor to conduct the business of the Association in such a manner that the members will receive just and fair treatment. The Executive Secretary shall deposit all money belonging to the Association which comes into his possession in the name of the Association in a bank selected by Executive Committee, and if authorized to do so by the Executive Committee shall authorize all disbursements by check therefrom for the ordinary and necessary expenses of the Association in the manner and form prescribed by the Executive Committee.

The Executive Committee must meet with the Executive Secretary once a year to review his performance for the past year. Merit raises shall only be given after the review and the Executive Secretary performance meeting the criteria of the board to award an increase. It is up to the Executive Secretary to have an annual review of VCA staff.

The Executive Secretary shall keep a complete record of all meetings of the Association and of the Executive Committee and Councils and shall have general charge and supervision of the books and records of the Association. They shall serve all notices required by law and by these By-Laws and shall make a full report of all matters and business pertaining to his office to the members at the Annual Meeting. The Executive Secretary or their appointee shall serve in this role.

Upon the appointment of his successor, the Executive Secretary shall deliver to him all property belonging to the Association which he has in his possession or over which he has control.

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 Executive Committee. He shall make all reports required by law and perform monthly review of VCA accounts. This position can be held for consecutive years. The Treasurer is elected by the Executive Committee and shall only vote on any proposals during the business of the Executive Committee in the event of a tie vote during the course of business in an Executive Committee meeting.

Section 9. Delegation of Duties. Any of the above duties may be delegated by the Executive Committee to any assistant officers they may appoint or elect.

ARTICLE VIII

Method of Operation

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 services for them and in the proration of the operating costs of the Association to them.

Section 2. Marketing Livestock and/or Their Products. The Feeder Council Directors shall enter into such agreements as may be deemed necessary in connection with the promotion and conducting of such sales and pools and shall have the authority and responsibility for promulgating such rules and regulations as may be needful and necessary, suitable and proper for the carrying out of the purposes of the Association and to conducting the sales and pools and other activities of the Association, authorized by the charter, these by-laws and by law. Members of the Feeder Cattle Council shall adopt a Standard Operating Procedure which shall specify rules and regulations for the conduct of sales sponsored by the Association.

ARTICLE IX

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of this Association shall begin on January 1, and shall end on December 31 of each year.

ARTICLE X

Operation of Councils

Section 1. General. To more efficiently conduct the business of the Association, two Councils will be formed to focus the efforts of the Directors. The two Councils will be the Feeder Cattle Council, and policy council

Section 2. Feeder Cattle Council. The Feeder Cattle Council will be comprised of up to 15 members from the 7 Feeder Cattle Regions as specified in the Standard Operation Procedure (S.O.P.). Each region shall be eligible to appoint at least one representative. If more than 18,000 head of feeder cattle were marketed through Association sponsored sales within a Region during the previous year; that Region will be eligible for one additional representative. The representatives to the Feeder Cattle Council will also be Association Directors. The Feeder Cattle Council will address issues pertaining exclusively to feeder cattle marketing conducted by the Association. The Feeder Cattle Council shall be responsible for proposing changes in feeder cattle marketing Standard Operating Procedure. The Feeder Cattle Council shall elect from its members a Chairperson of Feeder Cattle.

Section 3. Dues. The Policy Council is open to any individual member that pays the \$50 annual dues and is an active participant in the cattle industry. VCA membership can be obtained for \$30 for members in affiliate associations that have at least 50 members and have paid their annual dues. They must submit their membership list with the reduce VCA dues for each of their members.

Allied Industry and breed association can also be members of the Policy Council and have an elected director on the Policy Council by paying their annual dues. Allied Industries with an annual budget less than \$10,000 and all breed associations annual dues shall be \$350.00. Affiliate Associations with annual budgets over \$10,000 dues shall be \$700.00 per year.

Associates (Livestock Markets, Agribusiness Companies, and or Lenders) can be members of the Policy Council and have an elected director on the Policy Council by paying their annual dues. Industry with annual business receipts of less than \$1 million dues shall be \$300.00 a year. Industry with annual business receipts between \$1 million and \$10 million dues shall be \$600.00 a year. Industry with annual receipts over \$10 million dues shall be \$1,000.00.

ARTICLE XI Amendments

Section 1. By the Executive Committee These by-laws also may be amended, repealed or altered, in whole or in part, by a two-thirds majority of the entire membership of the Executive Committee of the Association at any regular meeting of the Board, or at a special meeting of the Policy Council and Feeder Cattle Council called for the purpose of amending the by-laws; but any by-laws made or changed by the Executive Committee or Councils shall be subject to the approval of the members at the designated annual meeting and may be changed or

revoked by a simple majority vote of the members present.

Section 3. Copies of Amendments. Any proposed amendment to these by-laws shall specifically state page number, Article number, Section number, and line number of that portion of the by-laws to be amended. Copies of the amendment, if accepted, shall then be distributed without reprinting the entire body of these by-laws.

ARTICLE XII

Dissolution

Upon dissolution of this Association, after payment of all debts of the Association the remaining assets of the Association, if any, shall be transferred to the Virginia Tech Educational Foundation and be used in support of beef cattle programs carried on by the Animal Science Department at Virginia Tech.

Virginia Cattlemen's Association Board Structure

Executive Committee

President
President – Elect
Treasurer
Chairperson – Feeder Council
Vice Chairperson – Feeder Council
Chairperson – Policy Council
Vice Chairperson – Policy Council

Feeder Cattle Council

Region I
Region II
Region III
Region IV
Region V (2)
Region VI
Region VII
Markets
Veterinarians
VA Cattle Feeders
VDACS Marketing Ex officio
VDACS State Vet Ex officio
VA Tech Animal Science Ex officio

Policy Council

Region I (2)
Region II (2)
Region II (2)
Region IV (2)
Region V (2)
Region VI (2)
Virginia Dairymen (1)
Virginia Cattlewomen (1)
Allied Industry (1 per assoc)
Livestock Markets (1 per market)
Breed Associations
Industry Ex officio