

**Articles of Incorporation
and
By Laws**



Articles of Incorporation And By Laws

Table of Contents

Articles of Incorporation	Page
Name of Corporation	2
Duration	2
Purposes and Powers	2
Registered Agent	3
Initial Place of Business	3
Amendment of Articles	3
By Laws Authorization	3
Legal Instruments	4
Public Liability	4
Incorporators	4
Initial Directors	4
Initial Officers	5
Organizational Meeting	5
By Laws	
Name	6
Aims and Objectives	6
Membership	6
Registrations	7
Tattoo Code	8
Duties of Officers	8
Duties of Directors	9
Membership Meetings	10
Board of Directors Meetings	10
Committees	11
Amendments of By Laws and Articles	12
Updated to August 30, 2014	

ARTICLES OF INCORPORATION
of
**BRITISH WHITE CATTLE ASSOCIATION
OF AMERICA, LTD.**

As filed with the Iowa Secretary of State on December 16, 1987.

ARTICLE I

NAME

The name of the corporation is British White Cattle Association of America, Ltd.

ARTICLE II

DURATION

The corporation shall have perpetual duration and shall commence on the date of filing of record with and approval of these articles by the Secretary of State of Iowa.

ARTICLE III

PURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are: The improvement and promotion of the British White Cattle Breed in America and the education of the general public as to the merits of the breed. Further, this corporation shall have all such other powers as the law may grant.

The Corporation is organized exclusively for charitable, literary, educational and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) The Corporation is not organized for pecuniary profit.

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of those articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law).

B. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated Exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IV
REGISTERED AGENT

The address of the initial registered office in the state of Iowa is R.R. 10, Box 67, West Des Moines, County of Dallas, State of Iowa 50265. The name of its initial registered agent at such address is A. T. (Tom) Zimmerman.

ARTICLE V
PLACE OF BUSINESS

The principal place of business of this Corporation shall be R. R. 2, Scranton, Iowa 51462, c/o Dale McDonald.

ARTICLE VI
AMENDMENTS OF ARTICLES

These articles may be amended as set out in the Code of Iowa and/or as set out is subsequent by laws, and upon the filing of said amendment with the Secretary of State of the State of Iowa, as by law provided.

ARTICLE VII
BYLAWS

The Board of Directors of this Corporation may adopt Bylaws for the corporation, which may contain provisions limiting the term or responsibilities of directors and providing for indemnification form obligation or loss of officers and directors incurred as a result of their office.

ARTICLE VIII
LEGAL INSTRUMENTS

Legal instruments affecting real estate, including deeds, real estate contracts, mortgages and leases, and all contracts and promissory notes issued by the Corporation, must be executed by the President. If the President is not available, unable or unwilling to execute such document, the Vice President is so designated.

ARTICLE IX
PUBLIC LIABILITY

The officers and directors of the Corporation shall be personally free from any obligation, liability, debt or claim arising from and out of his or her service to the corporation, its creditors or any other entity, arising from and out of his or her service to the corporation, except for willful acts; and the Corporation shall indemnify such persons for any and all losses and expenses incurred thereby to the extent not prohibited by law.

ARTICLE X
INCORPORATORS

The name and address of each incorporator is:

A. T. (Tom) Zimmerman	R.R. 10, Box 67 West Des Moines, Iowa 50265
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ARTICLE XI
DIRECTORS

The number of Directors constituting the initial board of directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as the initial directors are:

A. T. (Tom) Zimmerman	R. R. 10, Box 67 West Des Moines, Iowa 50265
Richard C. Zelner	R. R. 2, Box 31K Winnsboro, SC 29180
Raymond Slayton	R. R. 1 Maquoin, Illinois 61458
Marge Willey	9500 Brownsville Rd. SE Glenford, Ohio 43739
Lynette Ohl, DVM	720 Broadway Denison, Iowa 51442

Alant Plantz

Box 242
Juniata, Nebraska 68955

Dale McDonald

R.R. 2, Box 133
Scranton, Iowa 51462

ARTICLE XII
OFFICERS

The names and addresses of the persons who are to serve as Officers of the Corporation until first Annual Meeting of the Board of Directors are:

PRESIDENT

A. T. (Tom) Zimmerman
R.R. 9, Box 67
West Des Moines, Iowa 50263

VICE PRESIDENT

Marge Willey
9500 Brownsville Road SE
Glenford, Ohio 43739

SECRETARY

Richard C. Zelner
Route 2, Box 31K
Winnsboro, SC 29180

TREASURER

Dale McDonald
R.R. 2, Box 133
Scranton, Iowa 51462

ARTICLE XIII
ORGANIZATIONAL MEETING

The President of the Corporation shall call an Organizational Meeting of the Board of Directors, as named in these Articles, to be held within one hundred twenty (120) days after the issuance of the Certificate of Incorporation for the purpose of adopting Bylaws, and the transaction of such other business as may come before the meeting.

/signed/ A. T. Tom Zimmerman, Incorporator

Files with Secretary of State of Iowa on December 16, 1987, numbers are: A314265 and 119073, Dallas, Pages 893, 894, 895, 896 & 897

BY-LAWS
Of
BRITISH WHITE CATTLE ASSOCIATION OF AMERICA, LTD.
(Updated to 10/05/96)
ARTICLE I

NAME

1. The name of this Association shall be the British White Cattle Association of America.

ARTICLE II

AIMS AND OBJECTIVES

The British White Cattle Association of America has as its primary objectives the development and promotion of the British White breed of cattle. It is believed that the British White breed can make an important contribution to the improvement of the cattle industry in America.

The association is open to anyone with an interest in British White cattle. It is the intention of the association to maintain high breeding standards with emphasis placed on performance.

ARTICLE III

MEMBERSHIP

1. Application for membership must be made in writing to the Secretary of the Association.
2. The Board of Directors shall have the power to accept or reject any applications for membership. The Board of Directors shall have the power to suspend or expel any member who conducts himself in a manner detrimental to the association or fails to comply with the rules and regulations, without refund of membership fees or dues.
3. A member whose membership has been revoked may make a written application for reinstatement and can be reinstated only after having received three-fourths (3/4) affirmative vote from the Board of Directors.
4. Legal Partnerships or Incorporated Companies shall specify in writing the person authorized to vote or act in their behalf at any meetings of the association.
5. Members may vote by proxy at the Annual meeting if the delegate has in his possession a letter of introduction stating that he carries the proxy of the undersigned membership.
6. Active members are those who pay annual dues and herd fees or be a life member and pay annual herd fees. Only Active members are entitled to membership voting privileges.
7. Associate Members are non-voting members who may be interested in the advancement of the association. Associate Members may not vote or hold elective offices.

8. Junior Members shall be those under 19 years of age how have paid the prescribed fee. Junior Members are not entitled to vote nor hold elective offices.
9. Honorary Members are individuals who have made an outstanding contribution to the development of the British White breed. They are elected by the general membership of the association provided they have been recommended for such an appointment by a prior resolution of the Board of Directors. Honorary Members are not entitled to vote and may not hold elective offices.
10. Charter Members shall be the first 50 members of the association.
11. The Board of Directors shall set all dues and fees pertaining to membership and publish them in a separate publication titled “Rules and Regulations”.

ARTICLE IV

REGISTRATIONS

1. Effective from December 1, 1997 the official Herd Book & Registry shall be maintained on Computer in the British White office with Association owned software. The Herd Book shall contain particulars of the pedigree of British White Cattle to be entered therein.
2. Special forms and applications for applying for registration of animals into the registry will be provided by the association.
3. In all cases involving disputes over the pedigree of cattle either listed in the herd book or where application is pending, the decision of the Board of Directors will be final. However, the owner of any animal that is rejected for registry will have the right to appeal. The appeal must be in written form and directed to the President of the association. The board must act upon said appeal within thirty (30) days of having received said appeal.
4. When an animal is accepted for registry the secretary shall issue a certificate of registration in such form and upon such conditions as the membership may from time to time prescribe. In the event of a registered animal being sold, it shall be incumbent upon the seller (previous owner) to return the registration certificate to the secretary for the transfer to the new owner. The identification of the new owner will be made in the association herd book and a new certificate issued with the proper ownership noted to the purchaser.
5. the recommended standard color and markings of the British White breed is as follows:
 1. Body white, with black points, i.e., eyes, muzzle, ears, hooves and teats.
 2. Body white, with red points.

If the animal is not marked as above and the breeder desires to register the animal it is his responsibility to designate it as over-marked or under-marked on the application for registration. This will then be reflected on the animal’s registration certificate.

6. The bona-fide owner of the cow at the time she calves bred shall be designated as the “breeder” of the calf.
7. Any animal, male or female showing evidence of being horned is not eligible for registration into the association herd book. No exceptions. Scurs, defined as horn like growth, fastened only to the skin and not to the skull are acceptable. If the scurs are removed then the animal is considered to have been horned and is not eligible to be entered in the herd book.
8. The Board of Directors shall set all fees required for registry of animals into the herd book and those fees will be published in a separate publication titled “Rules and Regulations.”

All performance weight and measures MUST be taken between the following time periods.

- 1. For Birth - Immediately following birth of the animal.**
- 2. For adjusted 205 weight - 160 to 250 day’s of age.**
- 3. For adjusted 365 day weight - 300 to 450 day’s of age.**

The above are the basic standards of the industry.

9. All animals entered into the registry must be identifiable by permanent tattoo identification inside at least one of the ears of said animal. The tattoo shall be the number of the animal plus the letter identifying the year. The letter is to follow the sequence of numbers. EXAMPLE: 120E (Letter at the end of sequence will change each year.) Said tattoo identification must be recorded in the Association herd book. This was changed in 1994 to agree with the standard International Tattoo Code.

**BWCAA TATTOO
Lettering Code**

**2013-A 2014-B 2015-C 2016-D 2017-E 2018-F 2019-G 2020-H
2021-J 2022-K 2023-L 2024-M 2025-N 2026-P 2027-R 2028-S
2029-T 2030-U 2031-W 2032-X 2033-Y 2034-Z 2035-A 2036-B**

ARTICLES V OFFICERS AND DIRECTORS

1. Duties of Officers.
 - A. The President shall be the Chief Executive Officer of the association. He shall preside at its meetings and shall be Chairperson of the Board of Directors. He shall issue call for all Board Meetings. He shall carry on the business of the association under the Articles of the Incorporation, the by-laws and the instructions of the Board of Directors. The President shall have the right to form committees and appoint those individuals, member or non member, to serve on such committees.

- b. The Vice President, in the absence of the President or at his request, shall perform the duties of said officer.
- c. The Executive Secretary may or may not be a member of the Board of Directors, or may be appointed or hired by the Directors. He shall manage and administer the business affairs of the association in accordance with the policy and directives from the Board of Directors as communicated to him by the President. He shall be the official custodian of the seal and the records of the association. He shall hire and discharge all other employees of the association. He shall handle the financial affairs of the association.
- d. The Secretary may or may not be a member of the Board of Directors, or he/she may be appointed or hired by the Directors. The Secretary shall attend all meetings and keep the Minutes of the Association.
- e. The Treasurer may or may not be a member of the Board of Directors, or he may be appointed or hired by the Directors. The Treasurer shall over see the financial affairs of the Association.

2. Duties of the Directors.

- a. The affairs of the association shall be managed by a Board of Directors. Directors shall be active, paid-up members in good standing and be elected at the Annual Meeting of the Association. (8/30/2014)
The Board shall consist of nine (9) Directors and they shall be elected for a three (3) year term, with three (3) Directors being elected each year.
- b. The Directors shall elect from among their own number a President and a Vice President whose terms of office shall be one (1) year (amended 10/5/96). The Board of Directors may appoint additional officers as they see fit in order to carry out efficiently the affairs of the association. However, only active paid up members in good standing may be officers.
- c. The number of directors may be changed by a resolution at an Annual Membership Meeting. However, such change must carry a 60% majority vote to become law.
- d. Each person who shall serve as a Director or Officer of the association shall be indemnified by the association against all costs and expenses incurred by or imposed upon him, in connection with or resulting from any action, suit or proceeding to which he is, or may be made a party by reason of his being or having been a Director or Officer of the association. Such indemnification shall include settlements made in amounts approved by the Board of Directors at the time such settlement is effected, whether or not such person is a Director or Officer at the time such costs are incurred or imposed upon him. Except, the indemnification shall not apply where he shall be finally judged to be liable by reason of having been negligent, guilty, of misconduct or otherwise derelict in the performance of his duty as an Officer or Director. The rights of indemnification herein provided shall be exclusive of other rights to which such person may be entitled as a matter of law.

3. Board of Directors Vacancy.
 - a. Should a vacancy occur on the Board of Directors, the President shall submit one or more names to fill the remaining term of the departed board member to the Board of Directors. Ratification by the majority of the Board is necessary for the seating of the replacement.

ARTICLE VI

MEETINGS

1. **Membership Meetings**
 - a. An Annual membership Meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The time and place shall be designated by the Board of Directors. All members will be notified by letter or in the official organ of the association at least fifteen (15) days prior to such meeting. Special business shall be mentioned in the notice of meeting.
 - b. A quorum for an Annual Membership Meeting shall consist of 10 percent Active Members in good standing, present personally or by proxy vote.
 - c. Only Active Members who are in good standing and those whose membership is paid are entitled to vote at any Annual Membership meeting.
 - d. Standard parliamentary procedure will be followed at all meetings of the association membership and at all meetings of the Board of Directors. Robert's Rules of Order will prevail in event of dispute.
 - e. Special membership meetings may be held either by call of the President or at the discretion of the Board of Directors. A majority of 75% of the Board of Directors will be necessary to call a special membership meeting in the absence of the President's call. All members, will be notified by letter at least ten (10) days prior to the meeting date. All business shall be mentioned in the notice of meeting.
2. **Board of Directors Meetings.**
 - a. The regular meeting of the Board of Directors shall be held each year in conjunction with and at the same place as the Annual membership Meeting.
 - b. In addition to the meeting provided for in paragraph "a" above, the Directors shall meet at least once annually at a time and place to be selected by the Board of Directors. The meeting shall occur approximately six (6) months prior to the next Annual Membership Meeting.
 - c. Special meeting of the Board of Directors may be held on call of the President or a 75% majority of the Board of Directors by giving ten (10) days notice in writing of time, place and purpose.
 - d. The majority of Directors shall constitute the quorum at any Directors meeting.
 - e. (10/7/11) The Board of Directors is authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Electronic voting is authorized when conducted in conjunction with an electronic meeting.

ARTICLE VII

COMMITTEES

(10/7/11) The Executive Committee, standing committees and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Electronic voting is authorized when conducted in conjunction with an electronic meeting.

1. Executive Committee. This Committee shall consist of the President, Vice President and Executive Secretary, with the President acting as Chairperson. It shall be their duty to conduct the affairs of the association between the Directors Meetings and carry out the instructions of the Board of Directors.
2. (3/2/11) Bylaws Committee. The Vice President shall be Chairman of the Bylaws Committee. (a) The Bylaws Committee Chairman shall select two additional committee members and their terms, unless terminated earlier, will coincide with and expire at the same time as the Vice President. (b) The Bylaws Committee shall be responsible for all matters pertaining to the Bylaws, including but not limited to: Interpreting and researching the possibility for required or needed changes to the Bylaws. All suggested Bylaws updates shall first be submitted to Bylaws committee. When the Bylaws Committee feels a change is in order, such change shall be presented, in accordance with provisions in the Articles of Incorporation and/or Bylaws, for adoption.
3. Rules Committee. It shall be the duty of the Board of Directors to interpret all Rules and Regulations, and to recommend such changes as they deem necessary.
4. Financial Committee. The Treasurer or President shall be the Chairperson along with two other Directors. Their purpose shall be to prepare a budget annually and submit same to the Board of Directors for their approval. They shall also make recommendations to the Board of Directors for the investment of available funds.
5. Promotion Committee. This Committee shall make recommendations pertaining to advertising, show promotions, live animal and carcass display and any and all activities that would present and promote the breed.
6. Nominating Committee. The Nominating Committee shall be appointed annually by the President at least ninety (90) days prior to the annual general membership meeting to nominate Directors of the Association. As soon thereafter as possible this Committee shall report the names of its candidates to the Secretary, who shall in turn notify the general membership of the nominations at least thirty (30) days in advance of the General Membership Meeting.

ARTICLE VIII
BY-LAWS AND ARTICLES OF INCORPORATION AMENDMENTS

1. The Board of Directors shall have the power to amend the by-laws of this organization by a three-fourths (3/4) majority vote.
2. Any change or revision of the by-laws or Articles as a result of Board action shall become effective within thirty (30) days, after which such change is published.
3. Any amendments made by the Board of Directors may be suspended if the Secretary receives a petition signed by ten percent (10%) of the membership within sixty (60) days from the date of publication of the change or revision.

(END)

10/5/96

ARTICLE V

2. Duties of the Directors.

The affairs of the Association shall be managed by a Board of Directors. Directors shall be active, paid-up members in good standing and be elected at the Annual Meeting of the Association.

(END)

8/30/2014

Current Address as of April 1, 2014
British White Cattle Association of America, LTD.
6656 45th Ave SW
Pequot Lakes, MN 56472

**Articles of
Incorporation and By Laws**



**6656 45th Avenue
Pequot Lakes, MN 56472
218-568-7003**

**www.britishwhite.org
Office@britishwhite.org**