**Fullblood Limousin Alliance**

**Constitution and Bylaws**

**Article I Purposes**

The Fullblood Limousin Alliance, herein called FLA, is a non-profit organization founded 2-18-2006 for the purpose of developing, improving and promoting Fullblood Limousin cattle in North America.

*\*****Fullblood: All animals which are of full French and North American ancestry and have not been upgraded from domestic stock are classified as 100 % Fullblood Limousin.***

1. The Alliance will conduct an active promotion and publicity campaign to:

a. inform the beef industry of the benefits and advantages of Fullblood Limousin cattle.

\*the Alliance Directors will publish the benefits and advantages along with the accomplishments of the previous year, the previous year Goals and establish the Goal for the current year at the ***January*** Meeting. 6

b. increase the number of Fullblood Limousin cattle in North America.

\* the Alliance Directors will publish the number of new Fullblood Registrations with the North American Limousin Foundation (NALF) for the previous year, previous years Goal and establish the Goal for the current year at the ***January*** meeting. 6

c. increase membership in the Alliance.

\* the Alliance Directors will publish the number of Alliance members at year end for the previous year, previous years Goal and establish the Goal for the current year at the ***January*** meeting. 6

d. enhance the marketability of Fullblood Limousin cattle.

\*the Alliance Directors will publish the number of Fullblood Limousin cattle participating in value adding processes which would include but not limited to shows, sales, performance data submitted, ultrasound data submitted, DNA data submitted and feed out data at year end for the previous year, the previous year’s Goal and establish the Goal for the current year at the ***January*** meeting. 6

1. The Alliance will maintain educational programs to:

a. increase the understanding of the performance summaries and reports issued by NALF and their value to the Fullblood cattle.

\*Evaluate in number of people told annually or documents handed out. **1**

b. increase the understanding of the beef industry and the relationship of Fullblood Limousin to the industry.

\*Evaluate in number of people told annually or documents handed out. **1**

c. increase the awareness of the Alliance and the services available to its members.

\*Evaluate in number of people told annually or documents handed out. **1**

1. The Alliance may support research, conduct surveys or issue reports relating to Fullblood Limousin, the beef cattle industry, marketing and merchandising, member services and other areas deemed useful by the Alliance’s membership.

**Article II Meeting of Members**

1. Quarterly Meeting: Quarterly meetings will be held in the months of January, April, July and October a date, time and location designated by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.
2. Annual Election Meeting: The regular meeting in January shall be known as the annual election meeting. **3**
3. Place of Meeting: The board of directors may designate any place as the meeting place for any annual meeting. If all of the members meet at any time and place and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. **2**
4. Notice of Meetings: Written notice stating the place, day and hour of any meeting of members shall be printed in the Fullblood Limousin Alliance Newsletter not less than 10 or more than 50 days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the Alliance, with postage thereon prepaid. If emailed, the notice of meeting shall be deemed to be delivered when sent to email address as it appears on the records of the Alliance.
5. Quorum: The members present at any meeting shall constitute a quorum.

a. Including members present via telephone conference calling and other technology. 4

1. Manner of Acting: Any business to be voted on will require, for passage, a majority of votes of eligible members representing a quorum unless a greater portion is required by law or these bylaws.

**Article III Parliamentary Procedure**

Standard parliamentary procedure based upon Robert’s Rules of Order will be followed at all meetings of the Fullblood Limousin Alliance membership and all meetings of its Board of Directors. The president will preside at membership and director’s meetings.

**Article IV Membership**

1. Any breeder and/or owner of Fullblood Limousin or enthusiast of Fullblood Limousin may become a member of the Alliance upon payment of such membership fees and/or dues as established by the membership.
2. All memberships run with the calendar year.
3. Annual dues are $50.00 per farm and are due by January 1 for that fiscal year.
4. There will be no prorating of dues. Except dues paid in the last quarter of previous year will go to the following year for new members.
5. Membership in the Alliance cannot be transferred or assigned.
6. Each paid farm membership is entitled to one vote only on each matter submitted to a vote.
7. All Alliance members are encouraged to attend meetings and participate in activities sponsored by the Alliance.

**Article V Board of Directors**

1. General Power and Authority:
   * Directors shall provide leadership and organizational direction to the officers and membership. The Directors will make recommendations and motions to the membership for vote. **2**
2. Number, Tenure, and Qualification:
   * The board of directors shall be composed of **ten (10)** members of the Alliance; **four (4)** officers and six (6) directors. Two (2) directors shall be elected at each January meeting of the members for a three year term. **7**

3. The board may remove a director for failure to attend two consecutive meetings.

1. Vacancies:

All vacancies occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, and each director elected to fill such a vacancy shall serve until the next annual election meeting, when any vacancy shall be filled for the remainder of the vacant term by vote of the members.

1. Nomination Procedure:

Nominations will come from any active member at the October meeting or mailed to the Secretary in time to be presented at the October meeting.

1. Regular Meetings

Regular meetings of the members shall be held in the months of January, April, July and October for the transaction of business. Written notice or email notice shall be sent to members one month prior to the meeting.

1. Special Meetings

Special meetings of the board may be called by the president or a Board Member on a fourteen (14) day notice to each director, either personally, or by mail, or by telephone or email. For a Special Meeting to exist it must have the majority support of the Board. The notice of the meeting shall specify the date, time, place, and the business to be transacted at the meeting. Specifications of the business to be transacted at the meeting shall not preclude the consideration at the meeting of other routine business, or business that was not contemplated at the time the notice was sent. **2**

1. Quorum

At all the meetings of the board, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the directors present; ***and/or present by telephone calling or other technology***, at such a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient directors to leave less than a quorum. **5**

1. Presumption of Assent

Any director present at any meeting of the board of directors shall be presumed and deemed to have assented to any and all action taken at such meeting unless the director shall register a dissent to the action and such dissent shall be recorded in the minutes.

**Article VI Officers**

1. Officers
   * The officers of the Alliance shall be a president, a vice president, **a secretary and a treasurer**. **7**
2. Nominations, Election, Tenure and Removal
   * a. To be nominated as an officer, a candidate must have been a member for at least one year.
   * b. Officer nominations will come from any active member at the October meeting, or mailed to the Secretary in time to be presented at the October meeting. There will be no provision for a write in candidate. All candidates must be nominated either in person or by mail at the October meeting.
   * c. In the event only one (1) member is nominated to fill a vacancy, that person shall be elected by acclamation. No election by vote will be necessary for that position.
   * d. Nominees choosing to accept candidacy, will be listed on a ballot, and the ballot shall be mailed to the membership no later than November 15. It is the responsibility of the member to ensure the Secretary has a current address.
   * e. Each active membership can either mail their absentee ballot to the secretary or vote in person at the January meeting. A mailed ballot must be postmarked by December 15 to be counted.
   * f. In the event of a tie, a runoff election by secret ballot will be held at the January meeting by the attending members.
   * g. Elected officers will take office at the Annual Election Meeting. **3**

h. Each officer elected shall hold the office for a period of one (1) year or until the next January meeting of the board of directors or until a successor has been elected, unless sooner removed by the board of directors.

i. At any meeting, the board of directors may appoint additional officers to serve until the next January meeting and until a successor has been elected, unless sooner removed by the board of directors.

1. President
   * The president shall:

a. sign, either alone or with the secretary, treasurer or proper officer, all certificates, and other documents and instruments upon which the president’s signature is authorized or required by law.

b. prepares meeting agenda, post meeting notice and preside over all meetings of the Alliance.

c. perform all duties and functions properly conferred upon or required of the president by the board of directors.

d. keeps the membership informed on events and issues of the Alliance.

e. appoint committees as needed.

1. Vice President

The Vice President shall:

a. assume the duties of the president in the event of the president’s absence or resignation from office. The vice president may be designated by the president to act in behalf of the president in fulfilling any of the presidential duties.

b. serve on all committees to provide continuity between committees.

1. **Secretary**

**The Secretary shall: 7**

a. keep the minutes of all meetings or delegates another member to keep minutes.

b. make the minutes available to all members at each quarterly meeting.

c. send official newsletter to all members.

**d. keep records organized, filed and available**..**7**

**6. Treasurer 7**

**The Treasurer shall: 7**

a. have custody and be responsible for all funds and securities of the Alliance. 7

b. assist the audit committee and present a report at the April meeting. 7

c. give a treasurer’s report at each quarterly meeting. 7

d. assist the audit committee in reviewing the financial records of the association if vacating the office before the end of their term. 7

All expenditures must be approved by the Board of Directors.

**Article VII Amending the By-Laws**

These by-laws may be amended by a vote of the majority of the membership present. In order for an amendment in the Alliance’s by-laws to be effected, the proposed amendment must be submitted by the sponsor of such an amendment to the Board of Directors at least 30 days prior to the date of the board meeting, at which time it will be brought before the board and voted upon by the membership.

**Article VIII Dissolution**

In event of dissolution of the Alliance, after payment of all legitimate expenses and liabilities, current paid annual dues shall be returned to active paid members and balance of monies shall be given to the North American Junior Limousin Association to be distributed to the represented states in Alliance. 1

*These Constitution and Bylaws were approved and adopted at a meeting of the Board of Directors and Members of the Fullblood Limousin Alliance on 4 Nov 2006*

1 *Amended on 04/21/07*

2 *Amended on 07/25/07*

3 *Amended on 04/12/08*

4 *Amended on 04/14/12*

5 *Amended on 10/13/12*

*6 Amendedon 10/13/12*

*7* ***Amended on 01/18/2014***