



By-Laws of the **Minnesota Elk Breeders Association**

Article I. Membership

Section 1. Active Membership shall be conferred on all those individuals interested in the farming of Elk either for business or hobby, or those in related businesses, provided that such individuals pay dues as established by the Board of Directors. Only members who own elk will have voting privileges and be allowed to hold an office.

Section 2. Junior members (18) eighteen years of age and under who own elk have full membership benefits, however their dues will be the same as Associate members.

Section 3. Honorary and Associate membership may be conferred by the Board of Directors to those individuals who are in sympathy with the aims of this organization and who have contributed greatly to furthering the aims of this organization. All elections to honorary membership shall be announced at the following regular meeting of this organization.

Section 4. Payment of dues shall not be required of honorary members. Dues for Associate members shall be established by the Board of Directors; and they shall be granted all the privileges of membership with the exception of voting or holding office.

Section 5. The dues for the calendar year will be set by the Board of Directors. There will be no pro rata adjustments for members joining during the calendar year.

Article II. Officers and Board of Directors

Section 1. All Officers and Board of Directors must be Members in good standing in the North American Elk Breeders Association.

Section 2. The President shall be the chief executive officer of this organization. The President shall be a member, ex-officio, of all committees.

Section 3. The Vice President shall act as President at all times the President is not able to perform his or her duties.

Section 4. The Secretary-Treasurer shall handle all official correspondence, the recording of all proceedings of the meetings, and all the business in general that come before and is disposed of by this organization. Furthermore, he/she shall keep an account of all moneys received and disbursed of by this organization.

Article III. Duties of the Board of Directors

Power shall be vested in the Board of Directors to take whatever action they deem necessary or advisable for the government and direction of this organization. They shall formulate and adopt rules for the conducting of business, for the filling of vacancies on the Board, and for the management and control of the property of this organization. Complete reports of all the actions and decisions shall be submitted by the Secretary at each of the following meetings of the general membership.

Article IV. Resignations

All resignations shall be made in writing and presented to the Board of Directors, but no resignation shall cancel the dues for the remainder of the year he/she holds membership. Non-payment of dues shall constitute a resignation of membership.

Article V. Committees

All committees shall be appointed by the President of this organization, subject to the approval of the Board of Directors. A committee may be composed of members not on the Board of Directors. A committee shall have only an advisory capacity and shall report directly to the Board of Directors or to the general membership, at the discretion of the President.

Article VI. Elections

The election of new members of the Board of Directors shall take place during the annual meeting of the year. Nominations for the new Board of Directors shall be made by the nominating committee and from active members attending this meeting. The nominating committee shall nominate only members in good standing in the Minnesota Elk Breeders Association and also in the North American Elk Breeders Association.

Article VII. Code of Ethics

The Minnesota Elk Breeders Association do hereby adopt the code of ethics of the North American Elk Breeders Association.

Article VIII. Indemnification

The Association shall hold harmless present and former Association directors, officers, committee members, and employees against all liabilities and costs, including attorney's fees, reasonably incurred because of any claim or lawsuit to which such person may be made a party by reason of any good faith action taken or omitted to be taken for the Association in connection with their position. In the event of death, this indemnification shall extend to a covered person's estate. To the extent available, the Association shall assure against any potential liability under this Article.

Article IX. Dissolution

Upon the vote of two-thirds of the members present this organization will be dissolved, the assets of the organization will be divided equally among the current membership.

Article X. Mission Statement

The Minnesota Elk Breeders Association represents a unified voice that strengthens the elk farming industry in Minnesota by creating awareness about elk production, promotion and consumption of elk products.

Article XI. Amendments

The Board of Directors may amend these Bylaws by a two-thirds vote at any face-to-face meeting at which a quorum is present. Proposed Bylaws Amendments are presented by or through a member of the Board of Directors. Notice of proposed Bylaws changes shall be distributed to the membership a minimum of 30 days before the Board of Directors meeting at which the changes are to be considered. Notification may be by posting proposed amendments on the MnEBA web site after publication of a prominent notice distributed to the membership of their availability for review.