



## **Bylaws of The New England States Holstein Association, Inc.**

Incorporated November 6, 1959  
Commonwealth of Massachusetts

Amended:

October 22, 2011

October 27, 2018

October 30, 2021

October 29, 2022

**October 20, 2024**

**ARTICLE I 1**  
**NAME, LOCATION, CORPORATE SEAL**

**Name**

Art. 1, Sec. 1. The name of this corporation shall be the New England States Holstein Association, Inc.

**Location**

Art. 1, Sec. 2. The location and principal office of the corporation shall be in New England.

**Corporate Seal**

Art. 1, Sec. 3. The corporate seal shall bear the name of the corporation, the date of organization, and shall be of such design as the Directors may determine.

**ARTICLE II 2**  
**PURPOSES**

**General**

Art. 2, Sec. 1. The purposes for which the corporation is formed are as follows: To encourage the breeding and raising of Holstein cattle through a program of education conducted through exhibits of breed types, publication of relevant information about the breed and dairying generally, assisting and cooperating with youth organizations, governmental agencies and private groups interested in Holstein cattle and better dairying and through such other education devices as the Board of Directors may determine.

No part of any net earnings shall inure to the benefit of any member and no member shall acquire any property interest in the corporation, its assets, or receipts. No substantial part of the activities of such corporation shall be to carry on propaganda or otherwise attempt to influence legislation; nor shall the corporation participate in or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III 3**  
**MEMBERSHIP**

**Eligibility**

Art. 3, Sec. 1. Any individual person **21 years and older**, any partnership, corporation, association, public institution, or estate of good reputation and interested in the breeding and raising of Holstein cattle, either grade or registered or both, and **regardless of state of residence**, ~~residing or situated within or near the border of the New England States~~, is eligible for **senior** membership in this corporation. **An applicant for membership shall make an application using a form (paper or digital) provided by the Association for that purpose. Upon receipt of the application and appropriate fee, the applicant shall be deemed a member.**

**State membership**

**Art 3, Sec. 2**

**Any dues paying member in good standing of the Association is also a member of his/her state association. Membership in the Association is a requirement for membership in a state association. Any member may designate a New England state to which they choose to belong.**

**Election to membership - Termination of membership**

Art. 3, Sec. ~~2~~ **3**. Election to membership shall be by vote of the Board of Directors or Executive Committee. Membership shall terminate automatically upon failure to pay dues by April 1<sup>st</sup> **and Holstein USA shall be notified of the change in membership status.** ~~following the next calendar year for which dues had been paid.~~ Membership may be terminated by vote of the Directors for any cause determined by such Board of Directors as sufficient, provided an opportunity is furnished the offending member to be heard.

## **Retired Member**

**Art. 3, Sec. 4.** The qualifications for a retired membership are: 1. The person has been a New England States Holstein Association member for a minimum of 10 years. 2. The person has retired from active breeding for at least the past year (i.e. no registration or transfer activity within the past year). A retired breeder retains voting privileges but is no longer eligible for discounts on registrations, transfers and other “state member” discounts on Holstein USA products and services. The Retired Holstein Breeder Membership will return to a regular membership at the regular rate with any registration or transfer activities.

## **Honorary Members**

**Art. 3, Sec. 3 5.** Honorary members may be elected by the Board of Directors or Executive Committee at any time and without reference to residence. Honorary members shall have no voting power and shall not be required to pay dues.

## **ARTICLE 4 JUNIOR MEMBERSHIP AND JUNIOR ASSOCIATION**

**Section 1.** Any individual under 21 years of age as of January 1 of the current year, who is interested in Holstein cattle, may become a Junior member of the New England States Holstein Association, Inc. Such membership shall carry no voting rights except for temporary voting rights as may be granted by the Association at any regular or special meeting, for such meeting. The dues are set by the Board of Directors of the New England States Holstein Association, Inc.

**Section 2.** Junior members of the New England States Holstein Association, Inc. may form their own organization, with their own bylaws, provided the Junior Association bylaws do not conflict with these Bylaws.

**Section 3.** The New England Junior Holstein Association is an extension of the New England States Holstein Association, Inc., and derives all authority from the parent organization. The final governing body shall be the Board of Directors of the New England States Holstein Association, Inc.

**Section 4.** Membership in the New England Junior Holstein Association shall be open to all Juniors who meet the requirements as defined in Article 4, Section 1, of these Bylaws.

**Section 5.** The New England Junior Holstein Association shall furnish the Board of Directors of the New England States Holstein Association, Inc. with financial reports at each board meeting, and with an annual budget.

**Section 6.** Actual financial transactions must be made through the chair of the Youth Programs of the New England States Holstein Association, Inc. with all checks signed by said chair or a designated director of the Association.

**Section 7.** The New England Junior Holstein Association may designate, either by election or appointment, a member to represent the Junior Association at Board of Directors meetings of the New England States Holstein Association, Inc. This designated person will have full voting privileges of the Association.

## **ARTICLE ~~IX~~ 5 DUES**

### **Association Dues**

**Art. ~~IX~~ 5, Sec. 1.** ~~The Board of Directors is responsible for setting the dues structure. The dues of the Association shall include an amount for Base dues, to be determined by the Board of Directors and a herd charge including all Registered Holsteins that have calved at least once. The membership year will be for the calendar year beginning January 1 and ending December ending December 31. No member shall enjoy the privileges or activities of membership unless said member's dues are paid as provided by these Bylaws.~~

## State Dues

Art. ~~IX~~ 5, Sec. 2. Membership dues for any state association ~~which so desires~~ shall be added to the New England Association dues in the amount determined by each respective state. The full amount of state dues collected shall **periodically** be returned to each state. ~~in full payment annually~~ **Members may designate the New England state to which they pay dues.**

## ARTICLE ~~IV~~ 6 OFFICERS

### Officers

Art. ~~IV~~ 6, Sec. 1. The officers of this corporation, who must be members of the New England States Holstein Association, Inc., shall consist of a President, a Vice President, a Secretary/Clerk, an Executive Secretary, a Treasurer, and such other officers as the members may elect or the Directors may appoint.

### Board of Directors

Art. ~~IV~~ 6, Sec. 2. There shall be a Board of Directors consisting of the President, the Vice President, the Secretary/Clerk, the Executive Secretary, the Treasurer, the immediate Past President, the president of each New England state provided they are members of the association, and six other members of this corporation, one from each of the six New England States. Any director unable to attend a New England Association Board Meeting shall be empowered to appoint an alternate to attend in his absence.

### Executive Committee

Art. ~~IV~~ 6, Sec. 3. There shall be an Executive Committee consisting of the President, the Vice President, the Secretary/Clerk, the Executive Secretary, and the Treasurer.

### Election of Officers

Art. ~~IV~~ 6, Sec. 4. The President, Vice President, Secretary/Clerk and Treasurer of this corporation shall be elected at the annual meeting or any adjournment thereof by the members present. The election shall be by ballot **or voice vote** and a majority of votes cast for a given candidate shall constitute his/**her** election. It shall be deemed to be an election by ballot if the Clerk, pursuant to vote, casts one ballot for an officer or a slate of officers.

### Term of Office

Art. ~~IV~~ 6, Sec. 5. All officers **shall be elected annually** and shall hold office until their successors are elected and qualified. **Beginning with the 2026 elections, there are no term limits for the President, Vice President, and Secretary/Clerk.** ~~The tenure of President and Vice President shall be limited to three (3) consecutive one-year terms.~~ ~~The tenure of the Secretary/Clerk shall be limited to five (5) consecutive one-year terms.~~ **In addition,** the tenure of the Treasurer and the Executive Secretary shall have no term limits. **Past officers may be re-elected to any position provided they are still members of the association and at least one year has passed since their last term in office.**

### Removal from office

Art. 6, Sec. 6

**At the request of four (4) directors, any Director or officer of the Association may at any regular meeting or at any special meeting called for that purpose, be removed from office for dereliction of duty by a vote of not less than three-fourths (3/4) of the members present. Notice of the time, place and object of any such meeting shall be given in the manner prescribed in these Bylaws to the members and to the Director or officer against whom the charges are to be presented. Such Director or officer shall at the same time be informed in writing of such charges and at such meeting shall have an opportunity to be heard in person, by counsel, and by witness in regard thereto.**

## **ARTICLE V 7**

### **DUTIES OF OFFICERS**

#### **President**

Art. V 7, Sec. 1. The President shall preside at all meetings of the corporation and meetings of the Board of Directors and ~~the~~ Executive Committee and shall perform such other duties as the corporation may direct from time to time.

#### **First Vice President**

Art. V 7, Sec. 2. In the absence or inability of the President, his duties shall be performed by the ~~First~~ Vice President.

#### **Secretary/Clerk**

Art. V 7, Sec. 3. The Secretary/Clerk shall keep a record of proceedings of each meeting in books provided for that purpose. An employee may be designated to carry out the duties of the Secretary/Clerk, including: record of proceedings; accurate list of members; sending out notices to all members in good standing at their last known address at least five days prior to any meeting; shall attend to the correspondence of the association and requests of all members; shall act as clerk at meetings of the Board of Directors and the Executive Committee; administer programs in cooperation with the committee chairpersons and President; and shall perform other duties requested by the President and Board of Directors.

#### **Treasurer**

Art. V 7, Sec. 4. The Treasurer shall be the custodian of all funds of the corporation, and the Treasurer, upon approval of the Board of Directors, may authorize a paid employee to maintain the books and the financial records, including the authority to issue and sign checks of the Association. Any such designated employee must give a full accounting of all transactions on a regular monthly basis to the Treasurer or at any other time at the request of the Treasurer. The Board of Directors may require that said employee be bonded at the expense of the Association.

#### **Board of Directors**

Art. V 7, Sec. 5. The Board of Directors shall have full charge of the affairs of the Corporation. All vacancies may be filled by the Board of Directors. ~~Regular meetings of the Board of Directors shall be held on the occasion of any duly called meeting of this corporation at such time preceding or subsequent to such meeting as suits its convenience.~~ **The Board of Directors shall hold a winter and a summer board meeting.** It shall hold such other meetings throughout the year as may be deemed necessary. ~~Ten~~ **Three** members present shall constitute a quorum. All members of the Board must be notified of a called meeting at least three days prior to the time of the meeting.

#### **Executive Committee**

Art. V 7, Sec. 6. The Executive Committee shall meet and perform such duties as necessary in the interest of the corporation during the recess of the Board of Directors with the same power and authority as the Directors and shall report to the Directors at their first meeting for their ratification of any action taken. ~~Four~~ **Two** members present shall constitute a quorum.

#### **Expenses and Compensation**

Art. V 7, Sec. 7. All necessary ~~traveling~~ **travel** and other expenses of officers incurred in the performance of their duties for the corporation may be paid by this corporation.

#### **Power to Contract Debt**

Art. V 7, Sec. 8. The Executive Committee shall have no power to contract any debt against the corporation beyond the cash in its treasury, except by a two-thirds vote of the entire Board of Directors.

#### **Annual Budget**

Art. V 7, Sec. 9. The Board of Directors shall approve an annual budget that shall serve as the guideline for the payment of bills.

**ARTICLE VI 8**  
**FISCAL YEAR AND MEETINGS**

**Fiscal Year**

Art 8, Sec. 1. The fiscal year of the Association shall commence on the first (1) day of January of each year and end on the thirty-first (31) day of the following December.

**Notice of meetings**

Art. 8, Sec. 2. Notice of the time and place of the annual meeting of the Association shall be given by the Secretary by mail, email or other digital means no more than sixty (60) days and no less than ten (10) days before such meeting to each member in good standing of the association. Notices of special meetings starting time, place and object shall be given by mail, email or other digital means, at least ten (10) days before such meeting.

**Annual Meeting**

Art. VI 8, Sec. 1 3 There shall be an annual meeting of this corporation in each calendar year. Annual meetings shall be not less than six (6) months or more than eighteen (18) months apart.

**Other Meetings**

Art. VI 8, Sec. 2 4 There shall be such other meetings of this corporation during the year as shall be deemed advisable by the Executive Committee or the Board of Directors. The time and place of such meetings are to be designated by the Executive Committee or the Board of Directors.

**Special Meetings**

Art. VI 8, Sec. 3 5. Special meetings of this corporation must be called by the President whenever there is a written petition for such meeting stating the purpose for which it is to be called and signed by at least ten members of the corporation representing at least five different New England States.

**Voting**

Art. 8, Sec. 6. At all meetings each member in good standing of the Association shall be entitled to one (1) vote on all questions and no proxies shall be voted.

**Governance**

Art. 8, Sec. 7 In all parliamentary matters of the Association, "Robert's Rules of Order" shall govern in all cases to which they are applicable, subject to the Certificate of Incorporation and Bylaws of this Association.

**Quorum**

Art. VI 8, Sec. 4 8. ~~Ten or more~~ Five or more members at any regularly called meeting shall constitute a quorum.

**ARTICLE VII 9**  
**EMPLOYEES**

**General**

Art. VII 9, Sec. 1. This corporation may employ full or part-time personnel whose duties, compensation and period of employment shall be determined by the Board of Directors. Employees may take part in discussions but shall have no voting privileges.

## ARTICLE VIII 10 COMMITTEES

### Standing Committees

Art. VIII 10, Sec. 1. The following standing committees shall be appointed by the President, with the approval of the Board of Directors:

- (a) Finance Committee
- (b) Membership Committee
- (c) Breed Promotion and Show Committee
- (d) Show Committee
- (e) Fundraising Committee
- (f) Youth Committee
- (g) Bylaws Committee
- (h) Nominating Committee

The Bylaws Committee shall review the Bylaws and make recommendations to the Board every even calendar year beginning with 2024.

~~In addition, a standing~~ The Nominating Committee shall exist and shall be comprised of each member state president or his/her designated alternate. The President shall select the Nominating Committee chair from among the committee members.

Other committees may be appointed as determined by the President and the Board of Directors.

All committee members and chairs must be a member in good standing of the New England States Holstein Association Inc. at the time of their appointment and throughout their tenure.

## ARTICLE 11. TERMINATION OF ASSOCIATION

**Art. 11, Sec. 1** In the event that the New England States Holstein Association, Inc. terminates its existence at any time in the future, all monetary funds held by the Association will be transferred to another existing not for profit organization or organizations eligible under Internal Revenue Service section 501(C) chosen by a vote of the membership provided the voted entity or entities reflects the purpose of the New England States Holstein Association. Any termination must be made in accordance with Chapter 180, Section 11 of the Massachusetts General Laws (MGL). In addition, the IRS and state authorities must be officially notified in the manner prescribed by the appropriate laws.

## ARTICLE X 12 AMENDMENTS

### Requirements

Art. X 12, Sec. 1. The **intent of the** bylaws may be amended by two-thirds vote of the members present at any regular meeting, provided thirty (30) days' notice has been given and that one of the purposes included in the notice of the meeting is the amendment of the Bylaws; however, the PURPOSE CLAUSE of this corporation may only be altered in accordance with **Chapter 180 of the Massachusetts General Laws (MGL) G.L. (Ter. Ed.) Chapter 180, Section 10 4 and 11 7** or as the same may be amended. **The Board of Directors may, upon a majority vote of directors present at any meeting, make non-substantive changes to the bylaws such as corrections to numerical order, changes regarding applicable state and federal laws, typographical corrections, and other such corrections or changes as long as the intent of the bylaws remains unchanged.**