

**ARTICLES OF INCORPORATION
OF
CALIFORNIA CATTLEWOMEN**

KNOWN TO ALL MEN BY THESE PRESENT, that we, FLORENCE GIORGI, FLORENCE PEAVY, ORA CORNELIUS, ISABELLE JOHNSON and HELEN REAMER, do hereby voluntarily associate ourselves together for the purposes of forming a nonprofit corporation under the laws of the State of California, and we do certify:

I.

That the name of said corporation shall be CALIFORNIA CATTLEWOMEN, INC.
(amended 12/4/86)

II.

The specific and primary purpose for which this corporation is formed is to enable and assist the women of California who are interested in the cattle industry to coordinate, on a statewide basis, their efforts to promote the welfare of the cattle industry and of those engaged therein, to cooperate with the California Cattlemen's Association, the California Beef Council, and other organizations dedicated to improvement in breeding, raising and marketing cattle and fostering and safeguarding the welfare of those engaged therein, and to encourage the young people of California to appreciate and enjoy cattle raising as a satisfying and rewarding way of life.

This corporation shall have and exercise all powers conferred by the laws of California upon corporations formed under the laws pursuant to, and under which this corporation is formed as such laws are now in effect or may at any time hereafter be amended.

III.

This corporation is organized pursuant to Part I of Division 2 of Title 1 of the Corporation Code.

IV.

The County in the state of California in which the principal office for the transaction of the business of this corporation is located in the City and County of Sacramento.

V.

The names and addresses of five persons who are to act in the capacity of directors of the Corporation until the selection of their successors are:

FLORENCE GIORGI
Nojoqui Ranch
Gaviota, California 93107

FLORENCE PEAVEY
Box 15, Miramar
San Diego, California

ISABELLE JOHNSTON
P. O. Box 263
New Cuyama, California 93254

ORA CORNELIUS
P. O. Box 997
Solvang, California 93464

HELEN REAMER
P. O. Box 103
Clarksburg, California 95612

VI.

The name of an existing un-incorporated association which is being incorporated by these Articles of Incorporation is California CowBelles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of August, 1960.

FLORENCE GIORGI

ISABELLE JOHNSON

CALIFORNIA CATTLEWOMEN, INC.

BYLAWS

ARTICLE I MEMBERSHIP AND DUES

Section 1. Classification of Membership

The membership of the California CattleWomen, Inc. (hereinafter to be referred to as CCW) an affiliate of the California Cattlemen's Association, shall consist of Regular, Associate, Associate Group members, At-Large members and Sustaining members.

- A. Regular Membership may be granted to any individual who is or has been actively engaged in the Cattle Industry.
 - 1. Annual regular dues for memberships shall be fixed by the board of directors of the CCW.
 - 2. They may hold any office or serve as a member of the Board of Directors, provided their dues are current.
 - 3. They must hold membership in a County Unit of CCW.
- B. Associate Memberships may be granted to individuals who have a vital interest in the aims and purposes of the CCW or are vitally interested in the Cattle Industry.
 - 1. Annual associate dues for membership shall be fixed by the Board of Directors of CCW.
 - 2. They may hold any office except that of President, Vice President or Second Vice Presidencies.
 - 3. They must hold membership in a County Unit of CCW.
- C. Associate Group Membership may be granted to partnerships, associations, companies, corporations and other organizations who reside within California, and who have a vital interest in the CCW and the aims and purposes of the Cattle Industry.
 - 1. Annual dues for such memberships shall be set by the Board of Directors of CCW.
 - 2. Each Associate Member may designate one individual as liaison to CCW. As liaison; this individual shall not hold office nor vote in CCW.
- D. At Large Memberships may be granted to any individual who is or has been actively engaged in the cattle industry, but who resides in a county where there is no county unit of CCW.
 - 1. Annual regular dues for memberships shall be fixed by the Board of Directors of CCW.
 - 2. They may hold any office or serve as a member of the Board of Directors, provided their dues are current.
 - 3. They may not hold membership in a county unit of CCW.
- E. Sustaining Membership may be granted to any regular member who pays the required additional dues.
 - 1. These dues will be used for state beef promotion projects.
 - 2. Annual dues shall be set by the Board of Directors of CCW.

Section 2. County Units

- A. Affiliation may be granted to organizations which subscribe to the objectives of the CCW and assist with its programs, and whose bylaws are not in conflict with the Articles of Incorporation and Bylaws of the CCW (these groups hereinafter are to be referred to as County Units.)

1. Affiliated County Unit groups shall bear the name of "CattleWomen" or "CowBelles."
2. All members of a County Unit shall hold membership in CCW.
3. Such groups, where more convenient, for geographical or other reasons, may consist of contiguous territory embracing all or parts of one or more counties.
4. CCW may revoke the affiliation membership of any County Unit for justifiable reasons. Such action would require a vote of the Board of Directors followed by a certified letter to the Unit President and Treasurer asking for a reply in 10 working days. When closing a unit the following procedure will be followed:
 - a) All checking, savings and scholarship accounts will be closed. Any other assets, inventory and remaining funds will be sent to the CCW Treasurer within 60 days of the notice of affiliation being revoked.
 - b) All of the unit's financial documents, including closing bank statements will be mailed to the CCW Treasurer within 60 days of the notice of affiliation being revoked.
 - c) All funds received by CCW from a closed unit will be kept in an earmarked account for 10 years as required by law. At the end of the 10 year period the funds will be added to the general fund.
5. All County Units shall provide CCW with a full and complete report and account of its receipts and disbursements yearly. In the event that the report of any unit shall disclose receipt of taxable income, the resulting County, State and/or Federal tax shall be paid by such County Unit.

Section 3. Dues and Affiliation Fees

- A. Membership Dues shall be fixed by the Board of Directors of CCW.
 1. Dues are payable October 1st and are delinquent if not postmarked or received by November 15th.
 2. If membership dues are not received or postmarked by November 15th, the delinquent county will be assessed a late fee. The late fee will be equal to \$1 times the number of members of the county unit as of October 31 of the prior fiscal year.
 3. The number of delegates a unit is qualified to receive for the following calendar year will be based on a unit's paid membership count to CCW turned in or postmarked by November 15th.
 4. County Units are encouraged to continue to acquire new members throughout the year as the membership contest is based on the fiscal years membership.
 5. Delinquent County Units may petition the Executive Committee to have their delegate(s) reinstated. It will be up to the Executive Committee to determine if a delinquent unit should receive delegates.
- B. Affiliation Fees of the County Units shall be set by the Board of Directors of CCW.
 1. Fees are payable at the beginning of each fiscal year and shall be delinquent if no fee has been paid by August 1st.
 2. Affiliation fees are paid to the CCW for insurance and accounting relative to membership numbers.
 3. County Units whose fees are delinquent shall not be entitled to representation on the Board of Directors and shall be so notified by the CCW.

4. Reinstatement shall occur and full representation shall be restored upon payment of the current affiliation fee.

ARTICLE II OFFICERS, NOMINATIONS AND ELECTIONS

Section 1. Officers of the CCW shall be a President, First (1) Vice President, three (3) Second Vice Presidents, Secretary, Treasurer, and Immediate Past President.

Section 2. Term of Office

- A. The President, Vice President, Secretary and Treasurer shall be elected for a full term of two (2) years. Except in the case of fulfilling a vacancy, the remaining term shall not be considered a full term if it is less than 2 years.
- B. One (1) Second Vice President will be elected yearly for a term of three (3) years.
- C. No elected officer shall be eligible to succeed herself in an office in which she has served a full 2 *year term* except the Secretary and Treasurer, who may be re-elected.
- D. The President and all Vice Presidents must be residents of the State of California. The Secretary and Treasurer may be residents of California or a boarding state.

Section 3. Nominations

- A. There shall be a Nominating Committee of seven (7) members chosen as follows: The President shall appoint the Chairman, the Executive Committee shall elect three (3) members, and the Board of Directors shall elect three (3) members.
 1. Selection of the committee shall be at the Spring meeting of the Board of Directors in the first year of the biennium.
 2. This committee shall serve a term of two years.
- B. The Nominating Committee shall prepare a single slate of nominees for the officers to be filled and present it at the Mid-Year Meeting of the Board of Directors.

Section 4. Elections

- A. The biannual election of officers shall be held at the Mid-Year Meeting of the Board of Directors.
- B. Special elections to fill vacancies can be held at any regular or special Board of Directors Meeting.
- C. Officers shall be elected by a plurality vote.
- D. Election shall be by ballot if there is more than one candidate for any given office.

Section 5. Vacancies

If at any time a vacancy occurs in the office of President, the duties of, but not the office of President, shall be assumed by the first Vice President until an election can be held. If a vacancy occurs in the office of First Vice President, the duties of, but not the office of Vice President, shall devolve on the ranking Second Vice President until an election may be held. Vacancies in the offices of the Secretary and Treasurer shall be filled by appointment of the President until an election may be held.

ARTICLE III
DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer and official representative of the corporation. She shall:

- A. Preside at all meetings of the Membership, Executive Committee and Board of Directors.
- B. See that all directives of the Membership, Executive Committee and Board of Directors are carried out.
- C. Have authority to call meetings.
- D. Have authority to appoint chairmen and members of Standing Committees; create and appoint Special Committees as necessary or desirable on approval of the Executive Committee.
- E. Shall sign as President all Charters, Contracts and other instruments in writing which have been approved by the Board of Directors.
- F. Appoint (3) Past or present County Presidents representing the north, south and central sections of the state to serve as Directors at Large on the Executive Committee.
- G. Serve as liaison to the CCA and the California Beef Council.
- H. Serve as an ex-officio member of all committees except the Nominating Committee.
- I. Present President's Report on affairs and management of the corporation to the membership at the General Membership Meeting.
- J. Appoint a Parliamentarian.
- K. Shall serve on the CCA/CCW Convention Committee.

Section 2. The First Vice President shall perform the duties of the President in the absence of the President.

- A. Shall serve as a member of the Liaison Committee to the California Beef Council.
- B. Accept such other duties as assigned to her by the President of the Executive Committee.
- C. Shall serve on the CCA/CCW Convention Committee.

Section 3. The Second Vice Presidents shall assume the duties of the office of First Vice President and President should vacancies occur in these offices, until an election is held in accordance with these bylaws.

- A. They shall accept the duties as assigned to them by the President of the Executive Committee.

Section 4. The Secretary shall record the minutes of all meetings of the Executive Committee, Board of Directors and the General Membership. She shall:

- A. Serve as a member of the Executive Committee and Board of Directors.
- B. Prepare and send to the President copies of all minutes within 30 days after each meeting.
- C. Prepare a list for the President, prior to each meeting, of all unfinished business to come before the various bodies of the corporation as taken from the minutes.

- D. Have copies of the corporation Bylaws and Standing Rules available for reference at all meetings.

Section 5. The Treasurer shall be custodian of the corporation funds and the financial records and shall be bonded. She shall:

- A. Serve as a member of the Executive Committee and Board of Directors.
- B. Serve as a member of the Budget and Auditing Committee without vote.
- C. Sign a bank signature authorization card upon assuming office.
- D. Make disbursements as allocated in the budget and as authorized by the President or the Executive Committee.
- E. Establish proper accounting procedures and be responsible for the keeping of funds in such banks, common trust companies, and/or investments as are approved by the Executive Committee.
- F. Present financial reports at Executive Committee, Board of Directors and General Membership meetings.
 - 1. Prepare financial statements for the President every 60 days.
- G. Prepare financial statements for the Executive Committee and the Budget Committee before the Spring meeting, the Mid-Year Board of Directors meeting and the Annual Meeting of the CCA-CCW Convention.
- H. Submit all books and records for audit at the end of the fiscal year and present the auditor's report to the Executive Committee before presentation to the Board of Directors.
- I. Prepare and file any state and federal tax forms necessary for the CCW.
- J. Deliver all records, money and property in her charge to her successor.

Section 6. Director at Large shall:

- A. Each director shall be ready to assist the president with any projects upon request.
- B. Each director should be ready to act as a liaison between her region's local units and the California CattleWomen.
- C. Each director will be available to discuss, advise, and inform the membership on business before the State when called upon to do so.
- D. Each director should be available to be a liaison to other organizations in order to promote California CattleWomen and California Cattlemen.
- E. Each director must read and understand the Bylaws and Policies and Procedures of the California CattleWomen. A current copy should be in the packet or binder to be handed to the next director when the term has been completed.
- F. Each director will be available to assist committee chairwomen of the California CattleWomen.

ARTICLE IV
MEETINGS AND QUORUMS

Section 1. Executive Committee Meetings shall be held within the week prior to all regular meetings of the Board of Directors.

- A. Time and place of meetings to be designated by the President.
- B. Six of the elected officers and appointed directors shall constitute a quorum.
- C. Special meetings of the Executive Committee may be called by the President or by any three (3) members of the committee upon notice to all members of the Executive Committee at least five (5) days prior to the meeting or conference call meeting. Meeting notice may be sent by mail, or electronic means.

Section 2. Regular meetings of the Board of Directors of the CCW shall be held in the month of March, at the time and place of the CCA Mid-Year Board of Directors Meeting, and at the annual CCA - CCW Convention.

- A. Time and place of meetings to be designated by the President.
- B. Special meetings or conference calls of the committee may be called by the President or by any three (3) members of the Executive Committee upon notice to all members of the Executive Committee at least five (5) days prior to the meeting or conference call. Meeting notice may be sent by mail, or electronic means.
- C. A quorum shall consist of those present and eligible to vote.

Section 3. General Membership Meetings will be held at the time and place of the annual CCA-CCW Convention.

- A. Time and place of meetings to be designated by the President.
- B. A quorum shall consist of those present and eligible to vote.

ARTICLE V
EXECUTIVE COMMITTEE

Section 1. Executive Committee shall consist of the President, First Vice President, three (3) Second Vice Presidents, Secretary, Treasurer, the Immediate Past President and three (3) Directors at Large representing the north, central and south sections of the state.

- A. Two consecutive absences of any member of the Executive Committee, unless excused by the President, will result in a "vacancy of office." Following notification of the delinquent member, such vacancy may be filled under the terms of these Bylaws,

Section 2. Authority. The Executive Committee shall have the authority to:

- A. Establish administrative policies approved by the Board of Directors.
- B. Review recommendations and proposals presented to them and determine action to be taken. Present recommendation of such action to the Board of Directors for final action.
- C. Act on the removal of Executive Committee members whose attendance is delinquent.
- D. Review the Audit before presentation to the board of Directors and the General Membership.
- E. Propose an annual budget to the Board of Directors for final action.

Section 3. Vacancies

- A. Vacancies in the elected offices shall be filled under Article II, Section 5 of these Bylaws.
- B. Vacancies in the appointed positions may be filled by appointment by the President under Article III, Section 1.F.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Voting Members

The Board of Directors shall consist of the President and Delegate (s) of each County Unit in office at the time of any meeting of the Board of Directors, The Executive Committee, and the Chairwomen of Standing Committees.

- A. The Board of Directors shall have full voting privileges.
- B. County Presidents absent from a Board of Directors meeting may proxy their vote by written authorization to a non-voting member of their County Unit attending the meeting.
- C. County Presidents, who also are Standing Committee Chairwomen, Directors at Large or on the Executive Committee, may proxy their County President's vote to a non-voting member of their Unit.
- D. Standing Committee Chairwomen and Directors at Large who are past Presidents may not proxy their vote. Co Chairs of a standing committee have only one vote per committee. .
- E. The number of votes per county unit is determined by total membership as submitted to the Membership Chairwoman as of November 15th each year. The number of votes is outlined as followed:
 - 1-50 members – County President plus one delegate
 - 51-100 members – County President plus two delegates
 - 101 – 150 members – County President plus three delegates
 - 151 – 200 members – County President plus four delegates
 - 201-250 members – County President plus five delegates
 - And continuing on at the rate of one new delegate for every additional 50 members
- F. Each unit may elect or appoint an alternate for each delegate, for voting purposes at the State meetings. A list of all voting delegates and alternates must be given to the credentials committee and secretary upon election or appointment preferably at least 2 weeks before the state meeting.

Section 2. Powers of the Board of Directors. The Board of Directors shall have the authority to:

- A. Set dues.
- B. Combine, abolish and create Standing Committees.
- C. Establish final action on the recommendations of the Executive Committee.
- D. Adopt the annual budget of the Corporation.
- E. Adopt, amend, or rescind the Standing Rules.
- F. Conduct, manage and control the affairs and business of the Corporation and to make rules and regulations not inconsistent with the laws of the State of California, or the bylaws of the American

National CattleWomen, or this corporation, for the guidance of the officers and management of the affairs of the corporation.

ARTICLE VII STANDING COMMITTEES

Section 1. Policies and Procedures or Standing Committees shall initiate programs to further the objectives of this corporation, or perform functions necessary to facilitate the management of this corporation

- A. Standing Committee Chairmen and committee members shall be appointed by the President, and shall serve a term of two years.
- B. Standing Committees may be abolished, combined, or new ones established in accordance with Article XI, Section 1 of these bylaws.
- C. The number of Standing Committees is limited to 30% of the elected members of the Board of Directors, complying with the California Mutual Benefit Corporation law, (CA code 7220).

Section 2. Financial Responsibility. Each Standing Committee shall endeavor to maintain its expenditures within the confines of the budget allocations.

Section 3. Reports of Standing Committees shall be presented at the Spring meeting, Mid-Year meeting and Annual Convention meeting of the Board of Directors.

- A. Reports that contain recommendations must be reviewed by the Executive Committee before presentation to the Board of Directors for final action.
 - 1. The Chairman of the Committee shall present a written copy of such recommendations to the President in advance of the Executive Committee meeting. The President shall notify the Chairman of the time and place to present the recommendation to the Executive Committee.

Section 4: Standing Committees are listed in the Policy and Procedures.

ARTICLE VIII FISCAL YEAR

Section 1. The Fiscal Year of CCW shall be from November 1st to October 31st.

- A. The Treasurer's books shall be audited on the basis of the fiscal year.
- B. Membership fees and Affiliation Fees shall be paid on the basis of the fiscal year.

ARTICLE IX OFFICIAL PUBLICATION

The Official Publication of CCW shall be the President's Newsletter, published as directed by the Executive Committee.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised edition, shall govern this corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws the Article of Incorporation, State Law and any special rules of order this corporation may adopt.

ARTICLE XI
AMENDMENTS

Section 1.

The Articles of Incorporation or Bylaws may be amended at any Board of Directors meeting by a two-thirds (2/3) vote of the members present and voting, provided the proposed changes are made available to the members of the Board of Directors at least forty-five (45) days prior to the meeting.

Section 2.

Standing Rules may be adopted, amended or rescinded by two-thirds (2/3) vote of the Board of Directors present and voting at any meeting.

ARTICLE XII
EMERGENCY CLAUSE

Section 1.

When because of war, great disaster, or extraordinary emergency, the holding of a Board of Directors or General Membership Meeting is impractical, all functions, powers, and duties of the CCW shall be and are vested in the Executive Committee.

Section 2.

If travel be forbidden or curtailed due to a prohibitive event, voting by mail, or electronic means for the purpose of electing officers, carrying on business, and amending Bylaws shall be and is authorized and the Executive Committee is empowered to hold such an election and to prescribe full and appropriate procedures for the purpose thereof.