



**ARTICLES OF INCORPORATION
BY-LAWS
STANDING RULES
POLICY & PROCEDURES**
Revised June 1, ~~2012~~2017

**WYOMING
CATTLEWOMEN, INC**

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BY-LAWS
STANDING RULES
POLICY & PROCEDURES**

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ARTICLES OF INCORPORATION

BY-LAWS, STANDING RULES, POLICIES AND PROCEDURES

(As amended June 1976, 1984, 1992, 1993, 1994, 1998, 1999, 2000, 2002, 2003, September 2008, 2012, ~~2017~~)

WYOMING CATTLEWOMEN, INC

Chartered at
Lander, Wyoming
On
June 6, 1940

ARTICLES OF INCORPORATION

BY-LAWS

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STANDING RULES

POLICIES AND PROCEDURES

**ARTICLES OF INCORPORATION
WYOMING CATTLEWOMEN, INC**

KNOW ALL MEN BY THESE PRESENTS: THAT WE , the undersigned, desiring to form a non-profit corporation for the purpose hereinafter set forth, under and in conformation with the laws of the State of Wyoming, hereby voluntarily associate ourselves together and make this written certificate in duplicate, and do hereby certify:

**ARTICLE I
CORPORATE NAME**

The corporate name of this corporation shall be
"WYOMING CATTLEWOMEN, INC."

**ARTICLE II
PURPOSE OF ORGANIZATION**

The primary purpose for which this corporation is formed is to help develop the social welfare of its members.

In the development of said purpose, the said corporation may conduct such and all of the following subsidiary operations as are necessary:

To initiate and promote ~~social~~ legislation.

To engage in work calculated to improve the moral, mental, social and physical betterment of its members and the women of the State of Wyoming.

To render to the Wyoming Stock Growers Association every possible assistance in its efforts to promote the welfare of the livestock industry.

**ARTICLE III
DURATION**

The term of existence of this corporation shall be perpetual, ~~from~~ from the date of filing of the Certificate in the office of the secretary of the State of Wyoming.

**ARTICLE IV
PLACE OF BUSINESS**

The principal office and place of business shall be located at 1113 East 20th Street, Cheyenne, Wyoming, and in such other places in the State of Wyoming or any other State or States of the United States as from time to time may be necessary; and the agent in charge of said office shall be the Executive Vice President of the Wyoming Stock Growers Association, and his successor in office.

Comment [c1]: Correct Incorrect address

**ARTICLE V
DIRECTORS**

The said corporation shall have five (5) Directors who shall manage the business affairs thereof, and those who shall set forth the first year of the existence of said corporation, or until their successors are elected and shall have been duly qualified, are as follows.

Elizabeth M. Brown	Weston, Wyoming
Inice Mill	Hat Creek, Wyoming
Ardath Van DeBurg	Jackson, Wyoming
Mary Patrick	Torrington, Wyoming
Arlene Watt	Moorcroft, Wyoming

**ARTICLE VI
BY-LAWS**

The members of the corporation, or the directors thereof, in case the members do not act, shall have the power to make such By-Laws as they shall deem proper and necessary of the management of all business affairs of the corporation, not inconsistent with the laws of the State of Wyoming, and they shall prescribe the duties of the officers, agents and servants that may be employed by the Corporation and shall do every act and thing necessary for carrying out the purpose for which this corporation is formed.

**ARTICLE VII
GENERAL POWERS**

The said corporation assumes to itself and shall and does possess all powers, right, privileges and franchises granted to and conferred upon corporations by the laws of the State of Wyoming.
IN WITNESS WHEREOF, we have executed these articles of Incorporation in duplicate the 16th day of April, A.D., 1959

Elizabeth M. Brown
Inice Mill
Ardath Van DeBerg
Mary Patrick
Arlene Watt

Witness:
Arlene Watt
J.R. Sullivan
J.R. Sullivan
STATE OF WYOMING }
 } SS:
County of Campbell }

I, Fred A. Barlow, a Notary Public, in and for the said county and state aforesaid, do hereby certify the Elizabeth M. Brown, who is personally know to me to be the same person whose name is subscribed to the forgoing instrument, appeared before me this day in person and acknowledged that she signed, sealed, and delivered the said instrument of writing as her free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN UNDER MY AND NOTARY SEAL THIS 18TH DAY OF APRIL, A.D., 1959.

My Commission Expires:

July 12, 1960 Fred A. Barlow
 NOTARY PUBLIC

BY-LAWS OF WYOMING CATTLEWOMEN, INC.

REVISED: ~~September 6, 2008~~ June 1, 2017

ARTICLE I

Name

Section 1. The name of the organization shall be Wyoming CattleWomen, Inc. (hereinafter referred to as WCW.)

ARTICLE II

Objectives

Section 1. The object of this organization shall be to help develop educational awareness about beef and to promote a better understanding of the varied roles our industry plays in the health and welfare of people, the environment, and the national economy.

ARTICLE III

Membership

Section 1. Members shall be of five (5) classes: Active, Collegiate, Affiliate, Associate, and Sustaining Members, without regard to race, color, religion, ~~sex~~ gender or national origin.

Section 2. Active membership shall be as follows: Persons who are actively engaged in or interested in the welfare of the beef industry and pay the full amount of the annual dues or pay the onetime fee for Lifetime Membership. Active members shall have all privileges of voting and holding office.

Section 3. Collegiate Membership shall be for students enrolled in a Wyoming university or college ~~and who are~~ interested in the welfare of the beef industry.

Section 4. Affiliate Membership shall be granted to organizations which subscribe to the objective of WCW and assist with its programs, and whose by-laws are not in conflict with the Article of Incorporation and By-Laws of WCW.

Section 5. Associate Membership shall be businesses, which wish to support the objectives of WCW. Associate members may not hold office, nor have a vote in this organization, but they shall be entitled to all other privileges in WCW.

Section 6. Charter Members of WCW shall be designated as those women who attended the organizational meeting of Wyoming's Cow-Belles in Lander on June 6, 1940 and paid their dues at that time.

Section 7. Sustaining Membership shall be granted to individuals who choose to assist WCW programs through their sustaining membership dues.

Section 8. An Honorary Membership shall be presented to the spouse of the Governor or to the Governor of the State of Wyoming for the tenure of his/her office. Honorary membership may be conferred upon such others, as WCW shall determine.

Section 9. In order to maintain voting privileges all membership dues are payable ~~January~~ October 1 to WCW. Members who have not paid their dues by ~~March-December~~ March 31 are delinquent.

Section 10. Upon termination of any membership by death, resignation tendered in writing to the State President, or for non-payment of dues, the interests for such members in and to the property of the organization and her rights and privileges membership dues shall not be refundable.

Comment [c2]: All agreed at June 2016 meeting this should not be restricted to WY

Comment [c3]: Changing to coincide with when ANCW fees are due. This was agreed upon at the June 2015 meeting but cannot go into effect until due process through bylaws change.

ARTICLE IV
Officers and their Election

Section 1. The Officers shall be President, Vice President, Secretary, Treasurer, Parliamentarian, and Auditor.

Section 1a. ~~The optional~~ office of Historian ~~is may be~~ appointed by the President to serve during her term.

Section 2. The officers shall be elected from the Active Membership.

Section 3. The Nominating Committee shall consist of Immediate Past President, the current President and the Vice-President with immediate past President as chairman, to select candidates for office the ensuing year. A nominating committee report will be presented at the spring meeting, with the formal report to be presented at the annual meeting in June. Nominations may also be made from the floor for any office.

Section 4. All elective officers shall be elected at the annual business meeting in June. Election shall be by general consent if ~~or~~ more than one (1) candidate is nominated. Election shall be by ballot if more than one (1) candidate is nominated for the same position. A majority of all votes of active members present shall constitute an election.

Section 5. The regular term of office shall commence at the close of the installation meeting of the annual convention in June and continue for one (1) year, or until successors are elected and qualified.

ARTICLE V
Meetings and Quorums

Section 1. The WCW will hold three (3) official business meetings, (~~Fall~~Winter, Spring, and Summer). Election and installation of officers will be held at the Annual (Summer) meeting.

Section 2. A quorum for regular business meetings shall consist of those present and eligible to vote.

Section 3. A quorum of the Executive Committee shall consist of those present and eligible to vote.

Section 4. A majority of the members of the Board of Directors shall constitute a quorum of the Board of Directors.

Section 5. A quorum for all committee-meeting recommendations to be presented to the general membership shall consist of those present and eligible to vote; if all regular committee members have been previously notified of the upcoming vote ~~a reasonable number of~~ no less than ten (10) days in advance. If a full committee did not vote, it should be noted upon presentation of the recommendation to the membership. Committee meetings may be held remotely via telephone or video conferencing, or by electronic mail.

Comment [c4]: It was agreed at the June 2016 meeting that this should remain in the bylaws, but be made optional at the discretion of the President. There is currently no Historian appointed.

Comment [c5]: It has been agreed at all 2016 meetings that the official Fall meeting should be eliminated and that instead the meeting should be held during the Winter to coincide with the WSGA Winter conference

Comment [c6]: It has been agreed to in previous 2016 meetings that "reasonable number of days" was too ambiguous and that 10 days is adequate notification

Comment [c7]: The adding of this sentence was approved at the June 2016 meeting to help in streamlining business as it is often difficult for committees/members to attend meetings due to travel, weather, or other commitments.

This is also addressed in Article VII, Section 2

ARTICLE VI
Duties and Officers

Section 1. The duties of the President shall be such as the name of her office implies. She shall appoint all committees to be active during her term of office, and may appoint such special committees, as she may deem necessary.

Section 2. The Vice President, Secretary, Treasurer, Parliamentarian, and Auditor shall have the duties of such as the names of their office imply.

ARTICLE VII
Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers and the two (2) immediate Past Presidents.

Section 2. All meetings of the Board of Directors shall be called for a stated purpose, with members of the Board of Directors being notified in writing and/or by electronic mail of the time and place of stated meeting at least ten (10) days in advance of meeting. Meetings may be held remotely via telephone or video conferencing, or by electronic mail.

Section 3. The Board of Directors shall have the power to fill any vacancy among the officers of the organization occurring during the year, and take care of any business pertinent to the organization which arises between the general membership meetings that require immediate action.

Comment [c8]: See comments on page 10, Article V, Section 5

ARTICLE VII
Executive Committee

Section 1. The Executive Committee shall be composed of the Board of Directors, the State Committee Chairman, Subcommittee Chairmen, and County Presidents who shall be paid state members.

Section 2. All members of the Executive Committee shall be notified of Executive Committee meetings in writing at least ten (10) days prior to such meetings.

Section 3. The Executive Committee shall direct and guide the projects and programs of the organization.

Section 4. The Executive Committee shall act in place of and instead of the membership in interim, between stated meetings of the membership; except that the Executive Committee shall not modify nor rescind the budget or any other action taken by the membership.

ARTICLE IX
Committee

The duties of Committee will be detailed in the "Policy and Procedure Guidelines." The following listing of Committees is in Alphabetical order for faster reference.

Section 1 Beef Education & Curriculum Committee

Subcommittees: (a) Education

Section 2 Consumer Education & Promotion Committee

Subcommittees: (a) Wyoming Beef Cook-off, (b) National Projects,
(c) State Fair, (d) ~~Teen~~-Beef Ambassador Competition

Section 3 Beef Gift Certificates

Section 4 By-Laws

Section 5 Business Affairs

Subcommittees: (a) Budget, (b) Audit, (c) Revenue Development, (d) Resolutions

Section 6 Industry Issues

Subcommittees: (a) Legislative

Section 7 Presidential Appointments

Subcommittees: (a) Conventions, (b) Condolence, (c) Minutes (d) Long Range Plan

Section 8 Media

Subcommittees: (a) Publicity, (b) News Editor, (c) Historian, (d) Newsletter

Section 9 Membership

Subcommittees: (a) National, (b) State, (c) Associate

Section 10 Nomination

Section 11 Animal Well-Being

Subcommittees: (a) "Telling the Beef Story"

Comment [c9]: The consensus at the June 2016 meeting was that although a number of these committees are not currently active (Beef Ambassador & Beef Gift Certificates) they would not be eliminated from the bylaws in case the programs were revived in the near future

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ARTICLE X
Parliamentary Authority

Section 1 Robert's Rule of Order: Modern Edition shall apply on all questions of procedure and parliamentary law not specified in these by-laws.

ARTICLE XI
Amendments and Revisions

Section 1 Amendments and revisions to the by-laws of this organization may be made at any annual meeting by two-thirds (2/3) affirmative vote of members present at such meeting, providing previous notice is given.

ARTICLE XII
Dissolution

Section 1 At the time this organization ceases to exist, the cash assets and materials owned by the organization shall be given to an organization, which supports the beef industry, as designated by the Executive Committee.

STANDING RULES
WYOMING CATTLEWOMEN, INC
REVISED June 1, ~~2012~~2017

- 1955 1. Wyoming Cattlewomen, Inc. (hereafter referred to as WCW) shall only give contributions in the interest of beef promotion.
- 1991 2. WCW shall budget funding for the Annual Convention
- 1975 3. The Treasurer of WCW shall be bonded.
- 1974 4. The official logo shall be used for all WCW items: pins, stationary, Beef Cook-Off and other advertising.
5. The official president's pin is reserved for CattleWomen state president, and is not to be available for county presidents. WCW's president shall receive her pin at the beginning of her term.
- 1994 6. The Auditing Committee shall consist of four (4) people: the Auditor, newly elected Auditor, and two (2) appointed members, one being a present and/or past Treasurer of WCW.
- ~~2003~~2015 7. Dues shall be:
Active and Collegiate members - ~~\$15.00~~\$25.00
Lifetime members - \$300.00
Affiliation member - \$50.00
Associate members - ~~\$25.00~~\$40.00
There will be a minimum of \$40.00 for sustaining members.
- Dues are payable to the Treasurer, ~~January~~October 1 of each year. The fiscal year shall run July 1st and end June 30th.
8. The Historian's book shall be presented to the President at the end of her term. The book shall remain in her possession or in the possession of her family until they desire to return it to WCW.
- 1990 9. Two (2) checks be awarded at State Fair in the following categories:
Best Beef Overall Presentation - \$50.00
Premier Breeding Beef Award - \$50.00
10. ~~There will be a minimum of \$25.00 for~~ sustaining members.
- ~~11~~10. That original invoices be required before bills are paid from the general fund.

Comment [c10]: Amount of dues was voted on in meetings in 2015.

Comment [c11]: It was agreed at the June 2016 meeting that this should be raised to keep it in line with Associate membership dues at it has been in the past. Repositioned so that it is with other dues/fees

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Comment [c12]: See comments on page 7, Article 3, Section 9

Comment [c13]: Repositioned so that it is with other dues/fees. See page 11, #7.

1994 ~~42~~11. WCW shall audit the Treasurer's books annually.

~~43~~12. WCW shall hold a Beef Ambassador Competition.

1992 ~~44~~13. The nominee for state president is ~~prefer she has~~preferred to have served a minimum of three (3) years on the Executive Committee, with recommendation of serving as Secretary or Treasurer.

1995 ~~45~~14. Any Wyoming CattleWomen, who has a child participating in a Wyoming CattleWomen sponsored contest, cannot help at the actual event.

1995 ~~46~~15. Retain selling Beef Gift Certificates throughout Wyoming, by the WCW. Inc.

1995 ~~47~~16. No member of Wyoming CattleWomen, Inc. may invest Wyoming CattleWomen, Inc. funds from any account without written Board of Directors approval.

1998 ~~48~~17. The membership (mailing) list of WCW is not to be made available for public use.

1999 ~~49~~18. Affiliation dues are due ~~January-October~~1 and delinquent on ~~April-December~~31 and must be paid in order to receive insurance coverage from Wyoming CattleWomen and grassroots funding.

2002 ~~20~~19. Wyoming CattleWomen will pay the applicable yearly affiliation fee to the ANCW and will pay the standing President of WCW's annual dues as well as sustaining dues.

Comment [c14]: It was agreed at the June 2016 meeting that this should not be removed in case the National competition is restored. Revise wording so that it is not a requirement.

Comment [c15]: It was agreed at the June 2016 that Beef Gift Certificates would be left alone in case the program is revived in the near future

Comment [c16]: See comments on page 7, Article 3, Section 9

POLICY AND PROCEDURES
WYOMING CATTLEWOMEN, INC
REVISED June 1, ~~2012~~2017

DUTIES OF OFFICERS:

A. President: Shall be the chief executive officer and official representative of the organization.

The President shall:

1. Preside at all meetings of the membership, Executive Committee and Board of Directors.
2. Have authority to call meetings.
3. Have authority to appoint committees and serve as an ex-official member, fill vacancies occurring during the term of office for chairmen or committee members.
4. Assign duties to the elected officers and committee chairmen.
5. Present a report to the membership at the annual meeting of the organization.
6. See that all directives of the membership, Executive Committee and Board of Directors are carried out.
7. Serve as our representative on the Board of Directors of the American National CattleWomen (hereinafter referred to as ANCW) and prepare necessary reports from our state.
8. Have authority to execute all contracts and agreements.
9. Expenses incurred in the performance of the office shall be allowed as budgeted.

B. Vice President: Shall be moral support and physical help to the president.

1. Perform the duties of the president in the President's absence.
2. Prepare for term as president by making committee appointments and preliminary Wyoming Beef Council budget.
3. Shall work to increase membership in WCW.
4. Shall represent WCW on Ag unity when delegated
5. Shall assist the President in attending county meetings.
6. Shall accept duties as assigned by the president or Executive Committee.
7. Shall serve as chairman of the budget committee.

C. Secretary:

1. Take notice of all motions made and assist the president in seeing that each one is seconded and passed or denied.
2. Notify members of regular and special meetings.
3. Have copies of the organization's By-Laws, Standing Rules and Policy and Procedures Guidelines available for reference at all meetings.
4. Shall record the minutes of all meetings of the Board of Directors, Executive Committee and General Membership. Prepare and send copies of the minutes within ~~ten~~ ~~(thirty~~ ~~(40~~ ~~30)~~ days to members of the minute's approval committee. Send copies of approved minutes to elected officers and others as directed by the president within ~~twenty-~~ ~~onethirty~~ ~~(21~~ ~~30)~~ days following the meeting.
5. Prior to each meeting, prepare a list of unfinished business for the president.
6. Shall be responsible for sending written courtesy acknowledgements.
7. Shall be of assistance to the president as required.

Comment [c17]: It was agreed at the June 2016 meeting that thirty days was a more realistic expectation

D. Treasurer:

1. Shall be bonded.
2. Receive and deposit monies of the organization and make disbursements as allocated in the budget and as authority by the president or Board of Directors. Acknowledge memorials and contributions.
3. Maintain all records so they may be examined at any time and be presented for audit.
4. Serve as custodian of the organization's financial records. Maintain files of records and financial statements from banks, etc.
5. Assist in filing the organization's federal income tax form.
6. Be responsible for filing the Corporations Report Form with the Wyoming Secretary of State.

E. Parliamentarian:

1. Shall serve in an advisory capacity to the president.
2. Shall chair the By-Laws Committee.
3. Make copies of WCW By-Laws, Standing Rules and Policy and Procedure Guidelines available to the membership upon request.

F. Auditor: Examine books and records of the treasurer and to verify balances indicated on year-end treasurer's report.

1. Initial checkbooks register with balance, date of audit and audit committee member's signatures.
2. Provide audit committee report to the membership at the ~~fall~~ **Winter** general meeting.
3. Provide written audit report for the president and treasurer's files.

Comment [c18]: See comments on page 8, Article V, Section 1

G. Board of Directors:

1. Shall have power to fill any vacancy among the officers occurring during the year.
2. Shall have authority to take care of any business pertinent to the organization, which arises between membership meetings that requires immediate action.

H. Executive Committee:

~~H. 1.~~ **1.** Shall recommend policy to the general membership, shall guide and direct projects and programs of the organization.

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~~1.~~ **2.** Shall have the authority to amend Policy and Procedures Guidelines.

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DUTIES OF STANDING COMMITTEES

Committees shall initiate programs to further the objectives of the organization. Committee chairman shall maintain a record of programs and materials developed which shall be passed from chairman to chairman.

A. Consumer Education Promotion Committee:

1. Shall file a quarterly financial statement of expenditures of Wyoming Beef Council (hereinafter referred to as WBC) Funds to WCW treasurer. The treasurer and coordinator shall work together on preparation of financial records.
2. Attend WBC meetings when invited.
3. Be responsible for a report to the Wyoming Stock Growers Association (hereinafter referred to as WSGA) Promotion Committee concerning the promotion and education efforts of WCW when requested.
4. Work closely with WBC and give full support to current promotion campaigns.
5. Send a copy of annual report to ANCW Promotion Committee Chairman.

B. Beef Cook-Offs: Shall conduct a state beef cook-off.

1. Send a copy of annual report to ANCW Committee Chairman.

C. Beef Education & Curriculum: Shall be responsible for distributing information and educational materials, which pertain to beef and cattle products for all levels of Wyoming's schools.

D. Beef Gift Certificates: Shall adhere to the terms and conditions contained in the current Memorandum of Understanding.

E. Budget: Prepare and submit proposed annual budget to the general membership for approval. Rate of travel reimbursement for President and Vice-President will be determined annually by the budget committee.

F. By-Laws/Policy and Procedure Guidelines: Shall review the By-Laws, Standing rules and Policy and Procedure Guidelines annually. Submit proposed amendments to the Executive Committee for their recommendation and then to the general membership for approval at the annual meeting.

G. Condolence and Memorial: Shall prepare notes of sympathy and submit the annual condolence report at the request of the WSGA.

H. Convention: Arrange the programs and entertainment of the annual meeting as the president directs.

1. Hostess group for WCW convention shall be on a practical rotating basis with prior notice. The home county of WCW's current president shall have the option be hostess for the installation ~~luncheon~~.

I. Legislative: Monitor state and federal legislative issues and work with the WSGA for action needed.

1. Shall function when a legislative alert is given by ANCW or NCBA.

J. Media Communications:

1. News Editor: Submit news stories to Ag publications.
2. Newsletter: Assist the president in preparing and distributing a newsletter. Recommended the newsletter be published ~~quarterly throughout the year~~ twice yearly, prior to the Winter and Summer meetings, and postcards announcing other meetings.
3. Publicity: Shall develop and distribute press releases to the media including radio, ~~and~~ television, and Social Media. Assist affiliated county organizations in the mechanics of

Comment [c19]: See comments Page 10, Article IX, Section 2

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Comment [c20]: Wording updated to address current publication

Comment [c21]: Approved at June 2016 meeting

media relations. Work closely with other projects and promotion committees developing news releases for distribution from their activities.

4. Historian: Shall prepare a history of activities of the organization in scrapbook form containing photographs and news clippings from WCW and county affiliated groups.

4a. The scrapbook will be presented to the president at the end of her term.

K. Minutes: Review the minutes following each membership and Executive Committee meeting.

1. Return corrected minutes to the secretary within seven (7) days following receipt. No response indicates no corrections are necessary.

L. National Projects: Distribute materials from ANCW to local counties to assist them in planning national projects.

M. Nominating Committee: The nominating committee is of vital importance, it holds the power and responsibility of selecting and recommending women who possess leadership qualities. The committee shall meet in closed session and its deliberations shall be confidential.

1. Shall select a slate of nominees for officers to be filled with committee report presented at the spring meeting and formal report presented at the annual meeting in June.
2. Names of those members recommended but not nominated shall be referred to the president and vice-president for committee appointment.
3. Nominee for president shall be required to have served a minimum of three (3) years on Executive Committee, with recommendation of serving as secretary or treasurer of WCW.
4. Nominees for office shall be a member in good standing of Wyoming CattleWomen, Inc. for three (3) years. The nominee shall have served as chairman and/or member of standing committee and attend at least one Wyoming CattleWomen, Inc. meeting.

N. State and National Membership: Shall record state and national membership keeping the official printed roll.

1. Active and Collegiate membership dues shall be ~~\$15.00-25.00~~ for state.
2. Lifetime membership dues shall be a one-time fee of \$300.00
3. Affiliation dues shall be \$50.00.

~~4.~~ Associate dues shall be ~~\$25~~40.00.

~~4-5.~~ There will be a minimum of \$40.00 for sustaining members.

~~5-6.~~ ANCW dues shall be the required amount to belong to ANCW and should be paid directly to ANCW.

~~6-7.~~ Shall report to WCW at membership meetings.

O. Animal Well-Being Committee: Shall be responsible for distributing information and educational materials, which pertain to beef and cattle product and promote the Well-Being of our animals.

Comment [c22]: See comments page 11, #7

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