

BY-LAWS OF THE
TEXAS BRANGUS BREEDERS ASSOCIATION

ARTICLE ONE - NAME AND PURPOSE

The name of this association is Texas Brangus Breeders Association. Its purpose is any purpose allowed under the Internal Revenue Code, section 501 C (5), including but not limited to serving and promoting the interest of its members specific to the breeding, raising, and marketing of Brangus and Brangus influenced cattle.

ARTICLE TWO - PRINCIPAL OFFICE

The principal office of the association is San Antonio, Bexar County Texas. It may have such other and further offices within the State of Texas, as its Board of Directors shall from time to time direct.

ARTICLE THREE - MEMBERSHIP

Upon making application for membership and paying a membership fee in such amount as may be fixed by the Board of Directors of this Association, The Secretary of the association shall grant membership to the applicant according to the rules prescribed by the board of directors for current membership. Each paid member shall be entitled to vote by mail ballot or in person at any regular or special meeting of the Association. Any person, firm, or corporation genuinely interested in the objects and purposes of this Association, irrespective of whether such party be a breeder or owner of cattle, shall be eligible to become an associate member of this Association when approved by the Board of Directors upon paying an associate membership fee in such amount as may be fixed by the Board of Directors of this Association, but no associate member shall ever be entitled to vote at any membership meeting of this Association, regular or special, nor otherwise be entitled to pass upon any of the affairs of the Association.

ARTICLE FOUR - STANDING OF BY-LAWS

The By-laws of this Association are and shall be always subordinate to the corporate Charter and the Laws of the State of Texas and the provisions of IRC 501 C (5) of the federal tax code.

ARTICLE FIVE - BOARD OF DIRECTORS

SECTION 1 - Directors of Association

The control of the property and business of the association shall be vested in a Board of Directors composed of (15) fifteen active members.

SECTION 2 - Terms & Eligibility of Directors

The Directors shall be elected to a term of three years or until their successors are duly elected and qualify. When any Director has served two consecutive three-year terms he may not be eligible for re-election as a director until at least one year after the expiration of this second three-year term.

SECTION 3 - Election of Directors

A: The Board of Directors shall select a nominating committee which will nominate from the general membership nominees for expiring terms on the Board as they see fit, prior to December 15th of each year. The Association shall send notice to all members requesting nominations on or before December 1st of each year, nominations made by members from the general membership are due to the association on or before December 15th.

B: The Association shall mail out ballots to the general membership on or before December 15th of each year, returnable on or before January 15th of each year to be eligible to be counted. Candidates receiving a majority of the votes shall be elected to the board.

C: Vacancies For Board members: If vacancies occur, the position shall remain unfilled until the next annual meeting, unless the number of Board members falls to less than nine (9), at which time a meeting of the members shall be held to fill the vacancy pursuant to the general timelines for notice, nominations, and voting set out above.

SECTION 4 - Meeting of Directors

Meeting of Directors shall be held annually as soon after the annual membership meeting as practical. At such meeting the Directors shall receive reports of officers and transact other business as may come before them. A majority of the Directors

shall constitute a quorum, and the vote of a majority of those present in person shall constitute a binding act of the Association. Meetings of the Directors may be held either at the principal office or at some other place as declared by the Board. Notice of the Annual Meeting shall be given by the Secretary/Treasurer to all the Directors and Members at least (30) days prior to the meeting.

Special meetings of the Board of Directors to be held in the principal office of the Association or elsewhere may be called by the President and in his absence by the Vice-President, or by any three members of the Board.

SECTION 5 - Compensation to Officers and Directors

The Officers and Directors of the Association shall not receive any salary for their services except that the Board of Directors may by resolution allow compensation to others for assisting with the business of the Association.

SECTION 6 - Vacancies of Officers

Vacancies in any office may be filled by the Board of Directors. The Board shall have the power to remove any officer or employee by a two-thirds majority vote of all the Directors.

SECTION 7 - Absence from Meetings

Failure of any Director to attend meetings for a period of two successive meetings shall be cause for the Board of Directors to declare such office vacant.

SECTION 8 - Other Powers

In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute or by the corporate Charter of this Association or by these By-Laws directed or required to be exercised or done by the active members.

ARTICLE SIX - MEMBERSHIP MEETINGS

SECTION 1 - Time, Place, & Notice

The Annual Meeting of the active membership shall be held at such time and place as may, from time to time, be fixed by the Board of Directors. Written notice of the Annual Meeting shall be mailed to each member of the Association at least thirty (30) days prior to the date of such meeting. Special meetings of the active membership may be called by the President from time to time, and special meetings may be had from time to time when called by not less than one-twelfth of such members then in good standing; provided that any such call shall be in writing, shall be signed by not less than one-twelfth of the then active membership in good standing, and that such written call be presented to and lodged with the then President or Secretary/Treasurer not less than forty (40) days prior to the date for which any such meeting is so called. Written notice of all special meetings shall be given to the active membership at least thirty (30) days prior to date of any such meeting.

SECTION 2 - Presiding Officer

The President shall preside at all meetings if present, but in his absence, or failure or refusal to preside, the First Vice-President shall preside. In the absence of the President and First Vice-President, the Second Vice-President shall preside.

SECTION 3 - Voting

At every such meeting, each active member of the Texas Brangus Breeders Association in good standing shall be entitled to cast one vote by either mail ballot or in person, in accordance with these By-Laws.

SECTION 4 - Quorum

A quorum for the transaction of business at any such meeting shall consist of not less than ten percent (10%) of all active members then in good standing, voting by either mail ballot or in person, in accordance with these By-Laws.

ARTICLE 7 - OFFICERS

SECTION 1 - Officers

The officers of this Association shall be a President, First Vice-President, Second Vice-President, and Secretary/Treasurer. The four officers, will coordinate their efforts as the Executive Committee and be thoroughly knowledgeable of all decisions and activities.

The Directors elected at the annual meeting shall elect from within themselves, by a majority vote, the Officers of President, First Vice-President, Second Vice-President, and Secretary/Treasurer, by receiving nominations from the floor at the first meeting of said board of directors, which shall occur as soon as practical after the annual meeting at which the Board of Directors is elected.

The Officers will be elected to serve a one year term but limited to serve in the same position for no more than two consecutive years.

SECTION 2 - Limit on Authority

No officer, agent, or representative of the Association will have authority to incur or create any bill or obligation on behalf of the Association until same has been authorized by the President and the Executive Committee or by a majority of the Board of Directors.

SECTION 3 - Disbursement of Funds

No Officer, agent, or representative of the Association shall have the authority to pay any bill or expense or dispose of any funds that is not allocated for that purpose by the current budget of the Association unless the payment has been authorized by a majority of the Board of Directors.

SECTION 4 - Minutes

The officers shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE EIGHT - PRESIDENT

The President shall be the chief executive officer of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

ARTICLE NINE - FIRST VICE-PRESIDENT

The First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and, shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE TEN - SECOND VICE-PRESIDENT

The Second Vice-President shall, in the absence or disability of the President, and First Vice-President perform the duties and exercise the powers of the President and, shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE ELEVEN - SECRETARY TREASURER ACTING AS SECRETARY

The Secretary/Treasurer shall be at all meetings of the members of the Association, and at all meetings of the Board of Directors, and take and keep full minutes thereof; shall keep an Association book and permanent record of all business affairs of the Association; and shall have charge of all records of the Association. He or she shall give notice of all director and/or membership meetings of the Association, and shall perform such other duties as may from time to time be determined by the Directors.

ARTICLE TWELVE - SECRETARY/TREASURER ACTING AS TREASURER

SECTION 1 - Funds

The Secretary/Treasurer shall have the custody of the Associations funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the association, and shall deposit all moneys in the name and to the credit of the Association, in such depositories as may be designated from time to time by the Board of Directors.

SECTION 2 - Disbursement Records

He or she shall disburse the funds of the Associations as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at each regular meeting of the Board, an account of all his or her transactions as Secretary/Treasurer, and of the financial condition of the Association.

ARTICLE THIRTEEN - OFFICER REPORTS

At each annual meeting of the membership, each officer of the Association shall render written and detailed reports of the business transactions handled by them respectively since the last previous annual meeting.

ARTICLE FOURTEEN - AUTHORITY ON CHECKS

All checks or demands for money belonging to the Association shall be by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE FIFTEEN - CALENDAR YEAR

The Association shall operate on a Calendar year basis, for all purposes.

ARTICLE SIXTEEN - AMENDMENTS

These By-Laws may be amended at any regular meeting of the membership, or at any special meeting called for that purpose, by an affirmative vote of two-thirds of the members casting votes in said election, either by mail ballot or in person; provided, however, that any proposed amendment shall be reduced to writing and be filed with the Secretary/Treasurer or President of the Association, at least thirty (30) days prior to any such meeting. Any such proposed amendment shall clearly and concisely set out all amendments sought, and a copy thereof shall be sent to each active member of the Association then in good standing not less than twenty (20) days prior to the regular or special meeting at which same is to be voted upon.

ARTICLE SEVENTEEN - PARLEMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters of procedures not specifically covered by the Articles of Incorporation, these Bylaws, or by special rules of procedure adopted by the Board of Directors.