

# Texas Angus Association, Inc.

## BYLAWS

These Bylaws govern the affairs of the Texas Angus Association, Inc., a perpetual 501(c)(5) non-profit corporation. (Amended January 25, 2020.)

### **ARTICLE I. OFFICE**

The principal office of Texas Angus Association is located at 131 East Exchange – Suite 116 | Fort Worth, Texas 76164. The Board of Directors may change the location of the principal office of the Association.

### **ARTICLE II. ASSOCIATION PURPOSE**

The Texas Angus Association's purpose is to engage in educational, scientific, agricultural and horticultural, animal husbandry, social, and trade association activities relating to the Aberdeen-Angus breed of cattle and to the breeders and feeders within the State of Texas and elsewhere.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Eligibility and Approval / Rejection for Membership**

Any person or legal entity may apply at any time in writing to the Board of Directors for membership in the Texas Angus Association. Such application shall be upon a form prescribed by the Board of Directors, be complete upon its face and affirmatively show that applicant meets all qualifications and requirements for such membership; and except in case of Junior Members, be accompanied by payment of the prescribed dues for the full fiscal year in which the application is filed. Such application shall be tentatively accepted by the Board and filed if they find that all qualifications and requirements have been met. Upon final approval and acceptance by the Board of Directors, the applicant shall be provisionally entitled to the privileges of membership in the class of which he shows himself entitled to be a member, except the right to vote, pending action thereon by the Board of Directors at its first regular or special meeting thereafter. In the event of the Board rejecting the application, all tendered dues shall be refunded to the applicant with notice, and the applicant shall not be entitled to any further privilege or right of membership. No reason for rejection need be recorded or provided to anyone.

#### **Section 2. Annual Dues / Renewal / Related Fees**

Annual dues of \$50.00 per fiscal year shall be paid by each member in all classes of membership other than Junior Members, who shall not be required to pay any dues, and Life Members shall pay a one-time-dues-amount of \$750. Dues shall be paid on or before the 30th day of the ensuing fiscal year by each applicant for renewal of membership. Further, continued membership is contingent upon being up-to-date on annual membership dues, and any other fees that are due and unpaid to the Association. Dues not paid after the 60th day of the ensuing fiscal year may be

automatically dropped from the membership rolls and shall not thereafter have or exercise any of the privileges or rights of membership without first making application and obtaining approval and acceptance by the Board of Directors as in the first instance. The Board of Directors shall determine the amount of the annual dues and related fee amounts, as well as the methods of collecting the fees and the purposes for which the Association must use the fees.

### **Section 3. Rights of Members**

Membership rights are recognized by the Board; provided however in case of a conflict, whereby the Board will review the membership records of the association which are maintained in the association's office.

(a) All members shall be equally entitled to the services offered by the association to its members, upon payment of all fees and commissions and upon compliance with all of the requirements adopted by the Board of Directors for the regulation and operation thereof.

(b) The Board of Directors is authorized to make distinctions in and prescribe different conditions for the several classes of members, and their relative rights to participate in any event or program sponsored by the association.

(c) Each member in good-standing (Texas Resident Lifetime Members, Members & Associate Members) shall have one (1) vote on each matter submitted to a vote by the Board of Directors. Cumulative voting is prohibited. Non-Texas-Resident Members and Junior Members shall not have a vote in association matters. (A Texas resident must reside in an owned home or rent in any county in Texas over a 12-month period, and must receive mail at that address.)

(d) Voting rights of members shall be as prescribed under Article IV in the bylaws and in the articles of incorporation.

### **Section 4. Prohibition on Transfer of Membership**

No membership of a member of the Association may be assigned, transferred, alienated or encumbered in any manner, whether voluntarily or involuntarily. Any attempt will be wholly void to the assignee, transferee or claimant.

### **Section 5. Resignation and Termination**

A membership shall terminate on the happenings of any of the following events:

- (a) Written resignation notice to the Board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
- (b) Decision by the Board to expel the Member with a majority vote of the Board.
- (c) The end of the calendar year following the death of the Member.

### **Section 6. Non-voting Membership**

Non-Texas-resident members and Junior members shall not have a vote in association matters.

## **ARTICLE IV. MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

The annual membership meeting shall be held not less than fifteen (15) days nor more than sixty days (60) after the first day of the calendar year within the state of Texas. The annual meeting shall be led by the President and the Secretary / Treasurer of the Association unless decided otherwise. The annual meeting agenda shall consist of the following: the members shall elect directors; receive reports on the activities of the association; and determine the direction of the association for the coming year. The election of Directors will follow the written guidelines provided within the articles of incorporation and these bylaws.

### **Section 2. Special Meetings**

Special membership meetings may be called when the occasion demands by the Executive Committee, or a simple majority of the Board of Directors – in the manner provided for in these bylaws. The meeting will be held at a time, and a place within the state of Texas, specified in the call of such meeting.

### **Section 3. Notice of Meetings**

Written notice of the location, date and time of each meeting shall be given to each voting member, by mail and/or personally, not less than one month (31 days) prior to the meeting.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of at least thirty (30) voting members in good standing.

### **Section 5. Actions of Membership - Voting**

The vote of a majority of Members in good standing, present in person at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. Each member in good standing on the date of the meeting shall be entitled to cast one (1) vote. Voting shall be by secret written ballot.

### **Section 6. Absentee Voting by Mail**

The Board of Directors may authorize Members to vote by mail on the election of Directors or on any other matter that may be voted on by the Members under the direction of the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Director's Management of the Association**

The affairs of the Texas Angus Association, Inc. shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the

affairs of the Association except as otherwise provided by law, the Articles of Incorporation, or the Bylaws.

## **Section 2. Number of Directors**

The Board of Directors shall consist of sixteen (16) directors, which includes the following officers: President, first Vice-President, second Vice-President, and Secretary / Treasurer.

## **Section 3. Qualification of Directors**

All Directors shall be a Member in good standing and a resident of Texas. If, at any time during the term of a Director, the Director is not a Member in good standing, the Board shall immediately remove the Director as provided in the Bylaws. If the Director is temporarily not in good standing and quickly meets all qualifications at the time prior to his/her dismissal, such a person may be reinstated by the Board of Directors. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

## **Section 4. Director's Term**

Each Director shall serve for a term of three (3) years. Each Director shall hold the office until a successor is qualified and elected. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

## **Section 5. Nomination of Directors**

Prior to the end of October every calendar year, the Board of Directors will accept written nominations for the next calendar year's election for an upcoming open Director position. The nominated individual must be a Member in good standing, and be approved by the majority of the Board. The Secretary shall include the names of accepted nominated Members for the Board of Directors, and provide a summary report on the nominated person along with a brief biography to the Members, with the notice of the annual Member meeting at which the election will occur.

## **Section 6. Election of Directors**

A person who satisfies all qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Those individuals nominated for a Director position must be approved by a majority vote of the members present and voting at the annual meeting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present. If, in any year, the election of Directors is not held on the day designated for the annual membership meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the Members as soon as thereafter as possible to conduct the election of Directors. A director may be elected to succeed himself or herself as a Director. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly qualified and elected.

## **Section 7. General Duties of Directors**

Directors shall exercise ordinary business judgement managing the affairs of the Association. In acting in their official capacities as Directors of the Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they reasonably believe would be opposed to the Association's best interest, would be unlawful or a conflict of interest. A director shall not be personally liable for damages if, in the exercise of ordinary care, the director acts in good faith relying on written financial or legal statements provided by an accountant or attorney retained by the Association.

## **Section 8. Vacancies**

A vacancy occurring in the Board of Directors, except a vacancy created by an increase in the number of Directors, shall be filled by the majority vote of the remaining Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. A vacancy created by the increase in the number of Directors shall be filled by an election by its Members. A director elected to fill a vacancy shall be elected for the unexpired term of any predecessor in the office.

## **Section 9. Removal of Directors**

A Director may be removed only for good cause. Good cause for removal of a Director shall include any action taken in the officer's official capacity that the officer knows or should reasonably know to be a violation of the officer's duties, or a Director who fails to fulfill any of his or her requirements as set forth under the bylaws. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. The Board of Directors shall vote on whether to remove the Director. By a vote of the majority of the Board of Directors that in their judgment the best interest of the Association would be served by the removal of the Director in question, the Director shall automatically forfeit his or her seat on the Board. In addition, good cause for removal of a Director shall include the unexcused failure to attend three (3) board meetings in person in any calendar year. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

## **Section 10. Annual Board of Director Meeting**

The annual Board of Director's meeting shall be held not less than fifteen (15) days nor more than sixty days (60) after the first day of the calendar year, and held at the same place in Texas immediately following the adjournment of the annual membership meeting, and without further notice than as contained in these bylaws. Following the annual membership meeting where the membership shall elect new officers, the Board of Directors annual meeting will conduct other proper business. A notice of the annual meeting of the Board of Directors will be given by the Secretary.

### **Section 11. Regular Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held once every three calendar months, and all future meetings dates are set on the TAA calendar within thirty (30) days following the Annual Board of Directors Meeting. The Secretary shall give notice of time, location, date and agenda of these regular meetings by U.S. Postal mail, e-mail &/or text to all Board of Directors no less than thirty-one (31) days prior to the meeting date. The meetings shall be held at or near the Association's principal place of business in Texas if the notice does not specify the location of the meetings. At all regular meetings of the Board of Directors, a Director may attend a regular board meeting by teleconference or other electronic means provided that such Director is able to hear and participate in deliberations during such meeting. Directors utilizing teleconferencing or other electronic means is considered an exception and not the rule. As referenced in Section 8, good cause of a Directors removal shall include the unexcused failure to attend three (3) board meetings in person in any calendar year.

### **Section 12. Special Meeting of the Board of Directors**

Special meetings of the Board of Directors may be called by the Secretary on written request of the President, first Vice President or any four members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors shall notify the Secretary of the information required to be included in the notice of the meeting, in accordance with the requirements of Section 9.

### **Section 13. Notice of Special Board of Director Meeting**

The Secretary shall give each Director notice at least five (5) business days in advance of the meeting by telephone &/or electronic methods of any special Board of Directors meeting. The notice shall state the place, date, time, purpose and who called the meeting. The Board of Directors may transact only such business at a special meeting of the Board as is specified in the notification.

### **Section 14. Quorum**

A quorum for the transaction of business by the board of directors shall be a majority of the directors in office. The act of a majority of the members of the Board of Directors present at a meeting in person or by teleconferencing / electronic means as mentioned in Section 11 at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. A director may vote in person or by his/her voice via the teleconferencing only and not by proxy.

### **Section 15. Proxies**

A Director may vote in person or via teleconferencing / electronic means only, as mentioned in Section 11. A Director shall not be allowed to vote by proxy in risk of proper board procedures to ensure that all Directors have an opportunity to speak in the meetings and everyone's opinions will be heard prior to a board vote.

## **Section 16. Director Compensation**

Members of the Board of Directors shall not receive any compensation for their services.

## **Section 17. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 18. Conflict of Interest and Compensation**

Conflicts of interest occur where Directors and Members obligation to further the organization's charitable purposes is at odds with their own financial interests. Any Directors or Members who have a conflict of interest will be excused from voting on such matters at membership and board meetings. See TAA's "Conflict of Interest Policy." Each Director shall execute an annual Conflict of Interest Agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors, as well as following each Director annual term, following the Annual Meeting.

## **Section 19. Advisory Committee**

An Advisory Committee (known in the past as the Past Presidents Advisory Council) may be created whose members shall be selected by the Executive Committee annually and come from the former pool of TAA Officers and Board Members, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Committee members may attend said meetings at the invitation of the Executive Committee. Members of the Advisory Committee shall possess the desire to serve the community and support the work of the Association by providing expertise and professional knowledge. The chairman of the Advisory Committee shall be the immediate past President of the TAA. Members of the Advisory Committee shall comply with the TAA Conflict of Interest Policy and shall sign the Conflict of Interest Agreement consistent therewith upon being selected onto and accepting appointment to the Advisory Committee.

## **Section 20. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, First Vice-President, Second Vice-President and Secretary/Treasurer. All officers must have the status of active members of the Board. The second vice-president shall be elected every 2-years during the last board meeting of the calendar year by the Board of Directors entitled to vote thereon. The second vice-president will join the president, the first vice-president and the secretary / treasurer to make up the Executive Committee. The office of the secretary / treasurer shall be filled by the executive committee and the in-coming

president, and shall serve as secretary / treasurer at a minimum of 1-year or for the remaining period of their board of director's term. No person shall be eligible to serve as president or first vice-president or as second vice-president or as secretary / treasurer who does not have and continuously maintain the qualifications required of directors. Any of these four officers may be removed from office at any time, with or without cause and with or without notice, by the Board of Directors at any regular or special meeting.

### **Section 1. President**

The President shall serve a 2-year term. The office of the President shall be filled by the First Vice-President. The President will preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the membership, Board of Directors and Executive Committee.
- b. He/She shall have general and active management of the business of the Board of Directors and Advisory Council.
- c. He/She shall see that all orders and resolutions of the Advisory Council are brought to the Board of Directors.
- d. He/She shall have general superintendence and direction of all other officers of this association (including Juniors and Associate) and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. First Vice-President**

The First Vice-President shall serve a 2-year term. The office of the First Vice-President shall be filled by the Second Vice-President. The First Vice-President will be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The First Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee(s) and such other duties as may, from time to time, be determined by the Executive Committee and Board of Directors.

### **Section 3. Second Vice-President**

The Second Vice-President shall serve a 2-year term. The office of the Second Vice-President shall be filled by the Executive Committee and the out-going President. The Second Vice-President will be vested with all the powers and shall perform all the duties of the President during the absence of the First Vice-President and President. The Second Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee(s) and such other duties as may, from time to time, be determined by the Executive Committee and Board of Directors.

#### **Section 4. Secretary/Treasurer**

The Secretary/Treasurer shall serve at a minimum for 1-year or the remaining period of their board of director's term. The office of the Secretary / Treasurer shall be filled by the Executive Committee and the in-coming President. The Secretary / Treasurer shall attend all Director meetings, meetings of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary / Treasurer's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.
- d. He/She shall submit for the Finance Committee and Foundation Committee approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture), by the staff of the TAA.
- e. He/She shall present a complete and accurate report of the finances raised by this Board and also the Texas Angus Foundation, Inc. at each meeting of the members, or at any other time upon request to the Board.
- f. He/She shall have the right of inspection of the funds resting with the TAA and Texas Angus Foundation including budgets and subsequent audit reports.
- g. It shall be the duty of the Secretary / Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- h. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Committee Formation**

The Board of Directors may create committees as needed. The chairmanship and members of which shall be named by the President as soon thereafter as convenient, for such purposes and terms as may be prescribed by the Board, not inconsistent with law or the articles of incorporation.

## **Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals for emergency type decisions between meetings of the board of directors, and is subject to the direction and control of the full board.

## **Section 3. Finance Committee**

The Secretary / Treasurer is the chair of the Finance Committee, which includes three other board members appointed by the Board of Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. At its first regular meeting to be held following adjournment of the regular annual membership meeting, the Board of Directors shall adopt a budget of estimated revenues and expenditures for the ensuing year, to be prepared and presented thereat by the President of the association. Such budget may be amended from time to time by the Board of Directors as it may determine. No expenditures shall be authorized or made except within the limits of such budget or amended budget. The fiscal year shall be the calendar year beginning on the first day of January. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. Each such review shall be commenced after the end of the fiscal year of the Corporation, shall be evidenced by a written review report, and after the end of the fiscal year of the Corporation, shall be evidenced by a written review report, and be completed in time that a printed copy of the committee review can be distributed to the members at the regular annual meeting. The review report shall outline the procedures used in the review and shall contain the income statement and balance sheet as of the end of the fiscal year. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

# **ARTICLE VIII. CORPORATE STAFF**

## **Section 1: TAA Executive Director**

The Board of Directors may hire a Texas Angus Association Executive Director (ED) who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members with the President, General Manager and the Executive Committee's supervision with the direction and approval of the Board of Directors, and perform such additional duties as may be directed by the President and the Executive Committee and described in the written Executive Director's job description. Only the President and the Executive Committee of the Board of Directors may give direction to the Executive Director. No member of the Board of Directors may individually instruct the Executive Director. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be

required by the President or the Executive Committee. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Committee. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **Section 2: TAA General Manager**

The Board of Directors may hire a Texas Angus Association General Manager (GM) who shall serve at the will of the Board. The General Manager shall serve with the Executive Director to assist supervision of the operations of the Corporation, and shall assist in the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members with the Executive Director, President and the Board of Director's supervision, and perform such additional duties as may be directed by the President and the Board of Directors and described in the written General Manager's job description. Only the President and the Board of Directors may give direction to the General Manager. No member of the Board of Directors may individually instruct the General Manager. The General Manager shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The General Manager shall be an ad-hoc member of all committees.

The General Manager may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Committee. The General Manager may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any General Manager, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. INDEMNIFICATION**

### **Section 1. General and Expenses**

To the extent permitted by the laws of the State of Texas, as then in effect, the Board of Directors shall authorize the association to pay or reimburse any present or former director or officer of the association any costs or expenses actually and necessarily incurred by that officer in any action, suit, or proceeding to which the officer is made a party by reason of holding that position, provided,

however, that no officer shall receive such indemnification if finally adjudicated therein to be liable for negligence or misconduct in office. This indemnification shall extend to good-faith expenditures incurred in anticipation of threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The association may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the association, or on behalf of any person serving at the request of the association as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person, whether or not the association has the power to indemnify that person against liability for any of those acts.

## **ARTICLE X. RECORDS AND MINUTES**

Full, complete, and accurate records, books of account, membership rosters, and minutes of all membership and directors meetings, using generally accepted accounting principles and procedures, shall be kept and maintained in correct condition, at the registered office of the association, and the same shall be subject to inspection as required by Article 1396-2.23 of Texas Non-Profit Corporation Act and any other applicable provision of law. The minutes shall be available and posted on the Texas Angus Association website within twenty-one (21) days of the date of the board meeting. Specific responsibility for full compliance with this bylaw is placed upon the secretary / treasurer, and the President of the association.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment of the Articles shall require the affirmative vote of an absolute majority of directors in office.

## **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ARTICLE XII. MISCELLANEOUS PROVISIONS**

### **Section 1. Context and Voting Proxies**

Unless the context requires otherwise, the word "association" whenever used in the bylaws, means the non-profit corporation named Texas Angus Association, Inc. The use and voting of proxies by either directors or members for any purpose is expressly prohibited.

### **Section 2. Offices**

Until otherwise provided in these by-laws the principal office of the association shall be identical to the registered office currently on file with the Secretary of State of the State of Texas.

### **Section 3. Seal**

The seal of the association shall consist of a five-point star, enclosed by two circles mounted upon a metal die suitable for impressing the same upon paper. The words "Texas Angus Association, Inc." shall be placed between the two circular lines around the entire periphery of the seal.

### **Section 4. Depository**

All funds of the association shall be deposited intact in the depository bank to be prescribed by the Board of Directors from time to time.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of the Texas Angus Association, Inc.

ADOPTED AND APPROVED by the Board of Directors on this 25th day of January, 2020.

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ATTEST: Secretary – Texas Angus Assoc., Inc.

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ATTEST: President – Texas Angus Assoc., Inc.