

ABHA Bylaws

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ARTICLE I

Articles, Objects, Location

Section 1. Title.

The Association shall be known as the American Black Hereford Association, and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Kansas providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. Objects.

The purpose of the Association shall be to collect, record and preserve the pedigrees of Black Hereford cattle, to publish a breeding registry to be known as the American Black Hereford Registry and to stimulate and regulate any and all other matters such as may pertain to the history, breeding, exhibition, publicity, sale or preservation of this breed.

Section 3. Place of Business.

The principal place of business shall be Shelbyville, Tennessee, but its Members or Officers may be residents of any state, territory or country and business may be carried on at any place convenient to such members or officials as may be participating.

ARTICLE II

Members

Section 1. Members.

There shall be three classes of membership:

Life. Life members shall pay a one-time membership fee, as established by the Board of Directors, but shall not be required to pay any annual dues.

Annual. Annual Members shall pay annual dues to the Association, as established by the Board of Directors.

Junior. Junior Membership is available to anyone under 22 years of age, and shall pay the annual dues to the Association, as established by the Board of Directors. Junior Members have all of the rights of Annual Members, except they shall have no voting privileges.

Members may be individuals, partnerships or corporations.

As a condition of membership in the Association, each member shall agree to conform to and abide by the Bylaws, Rules and Regulations of the Association, and amendments or modifications thereto, which may, from time to time, be adopted.

Application for membership may be made by submitting to the Association an application in the form prescribed by the Board of Directors, accompanied by the established membership fee.

The Board of Directors shall have the power to accept or reject application for membership, fix membership fees, and establish Rules and Regulations covering the rights and privileges of members, consistent with the provisions of these Bylaws.

Only Life and Annual Members that are Active Breeders shall be entitled to vote on any matter submitted to a vote of the Membership. **Each Life and Annual Member shall have one (1) vote per HB and/or red female registered with the Association in the prior calendar year.** Life and Annual Members may not vote by absentee ballot.

As used in these Bylaws, the term "Active Breeder" shall mean those members who have registered one or more animals in the prior two fiscal years, and who are up to date on their membership fees.

Membership in the Association shall cease upon the death, resignation or expulsion of a member, except as may otherwise be provided in the Rules and Regulations of the Association. Membership is not transferable.

The Board of Directors may provide for the issuance of certificates evidencing membership in the Association.

Each member shall be entitled to designate, on forms provided by the Association, agents and representatives authorized to transact business with the Association and sign any documents on behalf of such member required by the Association, including but not limited to, registrations and transfers. The Association will also recognize as such an agent or representative, any individual or organization so designated by a Court of competent jurisdiction. Upon the death of a member, the Association shall recognize the authority of the duly designated personal representative or heirs of the deceased member to transact business with the Association with respect to animals registered in the name of the deceased member but shall not register any additional animals in the deceased member's name or under the deceased member's membership.

Section 2. Annual Membership Meetings

The regular annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing Directors and the transaction of such other business as may be brought before the meeting.

Notice of the annual meeting shall be given by sending written notice by mail or e-mail stating the time and place of such meeting to each member's last known address as it appears on the association's records not less than thirty (30) days prior to the date of such meeting.

Section 3. Special Membership Meetings.

Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by direction of the President and pursuant to the notice provisions of Article II, Section 2.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings.

Section 4. Quorum and Proxy.

At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such a meeting, present in person shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law and, in that case, the representation so required shall constitute a quorum. Voting by proxy shall not be permitted.

ARTICLE III

Directors

Section 1. Government.

The business and property of the Association shall be governed by a Board of Directors elected by the Life and Annual Members present at the annual membership meeting. Elections for the Board of Directors are for all vacant positions and the candidates with the most votes shall be declared elected to fill the vacancies. The term of office shall be from the time of election to the fifth regular annual membership meeting thereafter, on a staggered basis.

The Board of Directors shall consist of nine (9) Active Breeders or representatives of Active Breeders as described below. Each Board Member shall serve a term of five (5) years. The term of office shall be from the time of the election to the fifth regular annual membership meeting thereafter.

Section 2. Candidacy.

A candidate for Director must be a member in good standing, and either: (1) have been a

member for at least three years and an Active Breeder for the past three (3) consecutive years at the time candidacy is declared, or (2) for the past three (3) consecutive years have been an employee and authorized signer for a member in good standing who has been a member for at least three years and an Active Breeder for the past three (3) consecutive years at the time candidacy is declared. Life and Annual Members wishing to run for the Board of Directors will notify the Association by August 1st of the year the candidate desires to stand for election. The Association Secretary will determine the eligibility of each candidate according to the criteria set out above and also determine that each candidate is current on all obligations owed to the Association. Only one representative from a Member may be on the Board of Directors at one-time.

Section 3. Vacancy.

If a Director, during his/her term of office shall resign from the Board of Directors, disperse his/her herd, cease to be an Active Breeder, cease to be an employee and authorized signer for an Active Breeder of Black Hereford cattle, or cease to be eligible to be a Director as stated above, the Board of Directors may, after appropriate notice to such Director, remove him/her from office and declare a vacancy.

If a vacancy develops in the Board of Directors because of death, resignation, or action taken in accordance with the preceding paragraph, it may be filled by appointment by the Board of Directors for the unexpired portion of the term.

Section 4. Rules and Regulations.

The Board of Directors shall have the power to establish and amend the Rules and Regulations for the conduct of the members of the Association and for the conduct of the affairs of the Association consistent with the provisions of these Bylaws.

Section 5. Amendment.

The ABHA Bylaws may be from time to time altered, amended or repealed, or new bylaws adopted, by an affirmative vote of a majority of the Board of Directors but such changes must be approved by the Members at the next annual or special meeting to be effective. The Members may also alter, amend or repeal the bylaws or adopt new bylaws at an annual or special meeting. All proposed bylaw changes submitted (either by the Board of Directors or a Member) must be submitted to the Board of Directors in writing and distributed to the membership a minimum of 30 days before the annual meeting or special meeting.

Section 6. Committees.

The President may, from time to time, appoint standing or special committees, which may include nonmembers of the Board of Directors. Standing or Special Committees appointed by the President shall be charged with and limited to such responsibilities as the Board of Directors shall set forth by resolution. All such appointments shall be approved by the Board of Directors.

Section 7. Annual and Regular Board Meetings.

An annual meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for any such regular meeting of the Board. At this meeting the Board shall proceed with the election of officers of the Association.

The Board, by rule, may provide for other regular meetings at stated times and places, of which no notice shall be required, however, the Board of Directors shall at least meet (personally or by conference call) quarterly.

Section 8. Special Board Meetings.

Special meetings of the Board of Directors shall be held whenever called by direction of the President.

Section 9. Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 10. Expenses.

When the Directors meet for the transaction of Association business, their expenses incurred for such meetings may be paid from the funds of the Association, by decision of the Board of Directors.

Section 11. Action Without a Meeting.

Any action, which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all of the members of the board or committee entitled to vote thereon.

Section 12. Removal of Officers of Directors.

If in the course of a normal elected term of office, an Officer or Director of the Association becomes unable to appropriately fulfill the duties and responsibilities of her/his position, or becomes so derelict in the performance of her/his duties and responsibilities as an Officer or Director of the American Black Hereford Association; or, becomes so involved in professional misconduct to the extent that continuance of her/his term as an Officer or Director of this Association could cause embarrassment, or jeopardize the reputation of this organization, or in any way impede the accomplishment of the Association's objectives; or if the Director breaches his fiduciary duty of loyalty (as Determined by the other Board Members), it is the duty of such an Officer or Director to resign her/his position as an Officer or Director of the Association. Upon receipt of such resignation, the Board of Directors by majority vote will determine whether to accept the resignation and announce their decision to the general membership as soon as possible following their decision.

If in the opinion of at least two (2) members of the Board of Directors, one of the conditions described above exists and a resignation has not been submitted to the Board, the Board Members may request a special meeting of the Board of Directors to investigate, discuss, or evaluate the issue. Upon a motion approved by at least two-thirds (2/3) majority of the Board of Directors present at such meeting, the Board of Directors may demand such a resignation.

ARTICLE IV

Officers

Section 1. Officers.

The Officers of the Association shall consist of the President, one or more Vice-Presidents, Secretary, Treasurer and such other Officers as the Board of Directors deems necessary. Any officers except that of President may be held simultaneously by one person.

Officers shall be elected by the Board of Directors at the Board's Annual Meeting, and shall serve for a term of one year or until their successors are elected and qualified. The Board of Directors will elect the Officers of the Association at the first Board meeting after the annual meeting by nomination and secret ballot.

The President, Vice-President, Secretary and Treasurer do not need to be members of the Association or the Board.

Section 2. President.

The President shall preside at all meetings of the Board of Directors and Members. He/she shall see that the Bylaws, Rules and Regulations of the Association are enforced. He/she shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. Vice-President.

In the absence of the President, the Vice-Presidents, in order of their seniority, shall have the powers and shall perform the duties of the President, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 4. Secretary.

The Secretary shall keep exact minutes of the Meetings of the Members and the Board of Directors; shall oversee the records of the Association; and execute all orders of the Board of Directors concerning matters pertaining to his/her office, as may be prescribed by the Board of Directors.

Section 5. Treasurer.

The Treasurer shall be the custodian of the cash funds and securities of the Association, ; shall oversee the financial records of the Company; and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. Compensation.

The Officers of the Association shall receive such compensation as shall be fixed by the Board of Directors.

ARTICLE V **Discipline, Suspension, Expulsion**

Section 1. Violations.

Whenever any members of the Association or any other person in interest shall represent to the Secretary of the Association, in writing, stating the facts upon which the complaint is based, that a member of this Association, or any other person who is a holder of a Registration Certificate issued by this Association, has engaged in misrepresentation or misconduct in connection with the breeding, showing, registration, purchase or sale of Black Hereford cattle, or has willfully violated the Bylaws, Rules and Regulations of this Association, the Secretary shall present such charge to the Board of Directors at a meeting or teleconference call scheduled for within one month from receiving the complaint.

Section 2. Hearing.

Upon receiving a complaint, the Board of Directors shall set a time and place for hearing the charge or charges against the member or holder of a Registration Certificate. The Board of Directors shall cause a written notice to be mailed to the last known address of the accused person at least thirty (30) days before the date of such hearing. The notice shall state the time and place of the hearing and the nature of the charges against the accused.

At the time and place set for the hearing, the accused shall have the opportunity, in person or by counsel, to be heard and to present evidence in his own behalf and to hear and refute evidence offered against him.

The decision of the Board of Directors shall be final and binding on all parties.

Section 3. Penalties.

If the Board of Directors considers that the charges are sustained, it may suspend or expel such offender if a member of the Association, or impose such other appropriate penalties as it may decide and/or deprive the Member of the right to serve on the Board of Directors or of all privileges in the official Registry of the Association, including refusal to transfer any Registration Certificate issued by this Association and cancellation of any registration of any animal standing in the name of the accused person. The Board, in its discretion, may also suspend and hold in abeyance during the pendency of any complaint before it, the privileges of membership in the Association if the accused is a member of the Association, or the right to transfer any Registration Certificate, if the accused is not a member.

ARTICLE VI

Fees, Services and Charges

Section 1. Fee Changes.

All fees shall be established by the Board of Directors, and are subject to change by the Board.

Section 2. Payment of Fees.

All fees shall be paid in advance, accompanying requests for service.

Section 3. Non-payment of Fees.

Non-payment of fees because of defective remittances shall be sufficient cause for: Withholding the processing of registrations or transfers.

Cancellation of registrations or transfers which have been processed but not paid for.

ARTICLE VII

Eligibility for Registration

Black Hereford animals of any age for which application for registration is made may be registered with the Association upon proof of compliance with the following requirements and those established by the Board of Directors:

Section 1. Percentage Bloodlines. All bulls, females and steers for which application for registration is made shall be classified as 62.5% or greater registered Hereford, be black in color, and must be sired by a bull registered in the ABHA (including approved Hereford bulls). The remaining percentage must be registered Angus.

Section 2. Purebred Bloodlines. Bulls and cows shall be classified as a purebred Black Hereford if they are 87.5% or greater registered Hereford, and black in color. The remaining percentage must be registered Angus.