

**CONSTITUTION/BYLAWS
AMERICAN BRAHMAN BREEDERS ASSOCIATION
AMENDED AND RESTATED
February 7, 2022**

ARTICLE I

NAME, PRINCIPAL ADDRESS, PURPOSE AND OBJECT

Section 1. NAME AND PRINCIPAL ADDRESS

Section 2. PURPOSE AND OBJECT

ARTICLE II

MEMBERS

Section 1. MEMBERSHIP CLASSIFICATIONS/PRIVILEGES

- (a) ACTIVE MEMBER
- (b) ASSOCIATE MEMBER
- (c) SHOW MEMBER
- (d) DESIGNATED REPRESENTATIVE APPROVAL

Section 2. METHOD OF MEMBERSHIP APPROVAL FOR ACTIVE MEMBERS

Section 3. MEMBERSHIP FEES

Section 4. CESSATION OF PRIVILEGES OF ACTIVE MEMBER

- (a) RESIGNATION
- (b) TRANSFER
- (c) DISSOLUTION
- (d) TRUSTS OR ESTATES
- (e) NON-PAYMENT OF FEES
- (f) VIOLATIVE CONDUCT

Section 5. DISCIPLINARY PROCEEDINGS INVOLVING ACTIVE MEMBERS

ARTICLE III

OFFICERS, DUTIES AND THEIR AUTHORITY

Section 1. OFFICERS OF THE ASSOCIATION

- (a) OFFICERS
- (b) TERM OF OFFICE
- (c) ELIGIBILITY
- (d) OTHER QUALIFICATIONS
- (e) REMOVAL OF ELECTED OFFICERS

Section 2. PRESIDENT

- Section 3. VICE PRESIDENT
- Section 4. HONORARY VICE-PRESIDENTS
- Section 5. SECRETARY-TREASURER
- Section 6. AUTHORITY TO CONTRACT FOR THE ASSOCIATION

ARTICLE IV
MEETINGS OF MEMBERS

- Section 1. ANNUAL MEETING
- Section 2. SPECIAL MEETINGS
- Section 3. VOTING
 - (a) RECORD DATE
 - (b) WHO MAY VOTE
 - (c) VOTING BY PROXY
- Section 4. QUORUM
- Section 5. ORDER OF BUSINESS

ARTICLE V
BOARD OF DIRECTORS

- Section 1. AUTHORITY OF BOARD OF DIRECTORS
- Section 2. ELECTION AND TERM OF OFFICE
 - (a) NUMBER ON BOARD
 - (b) PAST PRESIDENTS
 - (c) GEOGRAPHICAL AREAS
 - AREA 1 TEXAS (Counties)
 - AREA 2 TEXAS (Counties)
 - AREA 3 TEXAS (Counties)
 - AREA 4 TEXAS (Counties)
 - AREA 6 TEXAS (Counties)
 - AREA 7 LOUISIANA
 - AREA 8 FLORIDA
 - AREA 11 ALABAMA AND MISSISSIPPI
 - AREA 12 EASTERN UNITED STATES
 - AREA 13 ARKANSAS, KANSAS, NEBRASKA, MISSOURI,
OKLAHOMA, AND TEXAS (Counties)
 - AREA 14 INTERNATIONAL
 - AREA 15 WESTERN UNITED STATES
 - (d) BONA FIDE RESIDENT
 - (e) APPORTIONMENT
 - (f) APPORTION FACTORS
 - (g) ANNUAL CERTIFICATION

- (h) TERM OF OFFICE
- (i) DIRECTOR NOMINATIONS
- (j) NOMINATION OF INTERNATIONAL DIRECTOR(S)

Section 3. MEETINGS OF THE BOARD OF DIRECTORS

- (a) FIRST MEETING
- (b) REGULAR MEETINGS
- (c) SPECIAL MEETINGS
- (d) QUORUM

Section 4. QUALILFICATAIONS

- (a) WHO MAY SERVE
- (b) EXCLUSIONS
- (c) RETIREMENT FROM BOARD
- (d) DIRECTOR EMERITUS

Section 5. VACANCIES

Section 6. RESOLUTIONS OF THE BOARD OF DIRECTORS

Section 7. FISCAL YEAR

Section 8. BUDGET

Section 9. DIRECTOR & OFFICER AND EMPLOYEE LIABILITY INSURANCE

Section 10. AUDIT

Section 11. ORDER OF BUSINESS

ARTICLE VI
EXECUTIVE COMMITTEE

Section 1. COMPOSITION

Section 2. AUTHORITY OF THE EXECUTIVE COMMITTEE

Section 3. ELIGIBILITY

Section 4. MEETINGS.

Section 5. QUORUM

ARTICLE VII
ADMINISTRATIVE STAFF

- Section 1. EXECUTIVE VICE-PRESIDENT
- Section 2. OTHER ADMINISTRATIVE STAFF POSITIONS

ARTICLE VIII
PARLIAMENTARY AUTHORITY, CONSTRUCTION, HEADINGS

ARTICLE IX
BRAHMAN HERD REGISTER

- Section 1. HERD REGISTER AND HERD BOOKS
- Section 2. RULES GOVERNING ENTRIES AND TRANSFERS
- Section 3. PROFORMA REGISTRATION
- Section 4. PROFORMA TRANSFER OF OWNERSHIP
- Section 5. PROFORMA ISSUANCE OF AI SERVICE CERTIFICATES
- Section 6. FRAUDULENT ENTRIES OR TRANSFERS
- Section 7. RESPONSIBILITY OF THE ASSOCIATION AS TO REGISTRATION AND TRANSFER
- Section 8. BRAHMAN HERD IMPROVEMENT RECORDS PROGRAM
- Section 9. REGISTER OF RENOWN
- Section 10. MATERNAL MERIT PROGRAM
- Section 11. MATERNAL PERFORMANCE SIRE
- Section 12. RELEASE OF PERFORMANCE INFORMATION

ARTICLE X
AMENDING THE CONSTITUTION AND BYLAWS

CONSTITUTION/BYLAWS
AMERICAN BRAHMAN BREEDERS ASSOCIATION
AMENDED AND RESTATED
March 1, 2020

ARTICLE I
NAME, PRINCIPAL ADDRESS, PURPOSE AND OBJECT

Section 1. NAME AND PRINCIPAL ADDRESS

The name of the Association shall be American Brahman Breeders Association. The principal office of the Association shall be located in Texas.

Section 2. PURPOSE AND OBJECT

The purpose and object of this Association is to promote the breeding of American Brahman cattle by all lawful and proper means; to keep proper records showing the pedigrees and transfer of ownership of all cattle entered in the American Brahman Herd Register and other Herd Books maintained by the Association; to assist in the arrangement and sponsorship of cattle exhibitions and shows for American Brahman cattle; to publicize and promote the acceptance and utilization of registered American Brahman cattle by advertising, educational programs and other proper means; to aid in the genetic improvement of the American Brahman breed and advancement of scientific education concerning the breeding of American Brahman cattle and to do such other things as may be in the interest of the American Brahman breed of cattle. It is intended that this Association be qualified for treatment as a not-for-profit corporation, qualified for tax exempt status under Section 501(c)(5) of the Internal Revenue Code.

ARTICLE II
MEMBERS

Section 1. MEMBERSHIP CLASSIFICATIONS/PRIVILEGES

- (a) ACTIVE VOTING MEMBER: An Active Voting Member shall be an individual partnership, corporation, limited liability company trust, estate or other legal entity of reputable character who has paid such membership fees as may be established by the board of Directors and has registered a minimum of three (3) new head of cattle in the previous year that are 100% owned by the member and pay their activity fee in the previous year to be a voting member. Active Voting Members shall be entitled to all of the privileges granted to members of the Association, including the right to vote on all matters brought before the Members of the membership and to register and transfer cattle at Active Member rates.

(b) ASSOCIATE MEMBER: An Associate Membership shall be granted to any person or entity of reputable character interested in the promotion of the best interests of the American Brahman breed of cattle but said Associate Membership shall be without voting rights and without privileges to register cattle at membership rates. An Associate Membership may not be transferred.

(c) SHOW MEMBER: A Show Membership will be granted to any person of reputable character interested in the competitive showing (the show ring) of American Brahman cattle, but said Show Membership shall be without voting rights or privileges to register cattle. The Board of Directors shall adopt Rules of the Association to establish qualifications to be a Show Member or for the removal of a Show Member.

(d) DESIGNATED REPRESENTATIVE: A partnership, corporation, limited liability company, trust, estate, or other legal entities upon becoming an Active Voting Member, shall promptly notify the Association in writing, the name of the person authorized to represent their respective organization, and such designated person shall have all of the rights, privileges and consideration of an individual member. An individual Active Voting Member may also appoint a Designated Representative by following the same procedure.

APPROVAL: A Designated Representative must be approved by the Board of Directors if the designated representative is not an Active Voting Member of the Association. A Designated Representative cannot run in more than one ABBA area as a Board of Director.

Section 2. METHOD OF MEMBERSHIP APPROVAL FOR ACTIVE VOTING MEMBERS

Applications for membership shall be completed in writing and signed using forms for such purpose that are furnished by the Association or downloaded from the Association website. Applicants for Active Voting Membership shall be admitted as an Active Voting Member by a majority vote of the directors present at any regular meeting of the Board of Directors or by the Executive Committee, which ever meets first, if the applicant is considered to be of reputable character and interested in the well being of the Association. If an application for active membership should be rejected by the Executive Committee or the Board of Directors, the applicant may re-submit application at the next Board of Directors meeting or Annual Membership Meeting of the Association, when such application shall be approved or rejected by a majority of the members present. Full membership privileges will not be granted until the member has been approved by the Executive Committee or the Board of Directors or at Annual Membership Meeting.

Section 3. MEMBERSHIP DUES AND FEES

Initial Membership fees and other fees to be charged by the Association for the privilege of membership services and all fees charged for such membership services shall be fixed by the Board of Directors from time to time.

Section 4. CESSATION OF PRIVILEGES OF ACTIVE VOTING MEMBER

- (a) RESIGNATION: All interest and privileges as a member of this Association and its property shall cease with resignation.
- (b) TRANSFER: An Active Voting Membership may be transferred to an Active Voting Member only if the new owner/transferee of the cattle will continue to utilize the membership and ranch name and said name will continue to be used to register and transfer cattle. The Board of Directors shall adopt Rules of Transfer within Rules of the Association governing transfer of Active Voting Memberships.
- (c) DISSOLUTION: If a partnership, corporation, limited liability company, trust, estate or other legal entity shall dissolve for any reason including death, any participant in same shall be entitled to membership upon the payment of the membership fee. The membership may be transferred to any participant as provided by the Rules of Transfer in the Rules of the Association.
- (d) TRUSTS OR ESTATES: The membership of a trust or estate shall cease upon the termination of the trust or closing of the estate and/or by the request of trustees or administrators. The transfer of the membership of a trust or estate that is an Active Voting Member may be made only as provided for in the Rules of Transfer in the Rules of the Association
- (e) NON-PAYMENT OF FEES: Non-payment of any Association fees will be grounds for cessation of privileges.
- (f) VIOLATIVE CONDUCT: Membership privileges can be temporarily or permanently revoked for Violative Conduct.

Section 5. DISCIPLINARY PROCEEDINGS INVOLVING MEMBERS

COMPLAINT OF VIOLATIVE CONDUCT: The Board of Directors shall enact Rules of the Association for the investigation, conduct of proceedings, and determination of any complaint that a member has engaged in misrepresentation or misconduct in the connection with the breeding, exhibition, registration, purchase, sale or other transfer, BHIR performance records or Register of Renown, records of animals in the Herd Books maintained by the Association, or has willfully violated any provision of the Articles of Incorporation, Constitution and Bylaws, or Rules of the Association, or has engaged in any act or conduct which may endanger the good order, welfare, reputation, or credit of the Association collectively referred to herein as "Violative Conduct".

ARTICLE III
OFFICERS, DUTIES, AND THEIR AUTHORITY

Section 1. OFFICERS OF THE ASSOCIATION

- (a) OFFICERS: A President, Vice President and Secretary-Treasurer shall each be elected by the Board of Directors at its First Meeting during a recess of the Annual Membership Meeting.
- (b) TERM OF OFFICE: Each officer's term of office shall be for one year and shall run until the Board of Directors elects new officers. No person shall serve as President for three consecutive terms.
- (c) ELIGIBILITY: No person shall be eligible to serve as an officer of this Association who has not served at least two years as a member of the Board of Directors.
- (d) OTHER QUALIFICATIONS: No person shall be eligible to serve as an officer of this Association who is not a current Director.
- (e) REMOVAL OF ELECTED OFFICERS: Any officer may be removed from office without cause by a two-thirds majority vote of the Directors present at any regular or special meeting of the Board of Directors. In the event an officer is removed from office by the Board of Directors, the Board of Directors shall by a simple majority of those Directors present elect a replacement officer.

Section 2. PRESIDENT

The President shall be the Chief Executive Officer of the Association, Chairman of the Board of Directors, and Chairman of the Executive Committee, and shall preside at all meetings of the membership, meetings of the Board of Directors, and the Executive Committee and shall generally oversee the affairs of the Association, report to the Annual Meeting of the membership and make such recommendations to the Association as he may deem advisable and shall perform such other duties as prescribed by the parliamentary authority adopted by the Association. The President may establish Association special committees from time to time as he may deem advisable, or at the direction of the Board of Directors and appoint members to both standing and special committees, except as otherwise provided for in the Constitution and Bylaws and Rules of the Association. The President shall be a non-voting advisor of all committees.

Section 3. VICE PRESIDENT

In the absence of the President or of his inability or refusal to act, the Vice President shall perform duties of the President.

Section 4. HONORARY VICE PRESIDENTS

Honorary Vice Presidents may be elected by the Board of Directors at the First Meeting of the Board of Directors held during a recess of the Annual Membership Meeting. Honorary Vice Presidents shall be elected for a one year term for significant contributions to the breeding and/or promotion of Brahman cattle and shall be privileged to attend all regular and special meetings of the Board of Directors, but shall not have the power to vote as a Director.

Section 5. SECRETARY-TREASURER

The Secretary-Treasurer shall be the corporate secretary of the Association, shall keep and maintain the corporate records, minutes, and resolutions, affix the seal of the Association to contracts, documents, or other instruments requiring the seal and, to attest the signature/s; appearing on such instruments and the authority of the person signing; he shall be custodian of the cash funds and securities of the Association and shall during his term of office serve as Chairman of the Finance Committee; he shall deposit, disburse, invest or otherwise dispose of the cash funds and securities of the Association, as the Board of Directors may order, or may, by and with the consent of the Board of Directors, delegate to the Executive Vice President, or other Association staff personnel any of the duties with which the Secretary-Treasurer is charged. The Secretary-Treasurer shall perform such other duties from time to time to be prescribed by the Board of Directors or President and shall perform such other duties as prescribed by the parliamentary authority adopted by the Association.

Section 6. AUTHORITY TO CONTRACT FOR THE ASSOCIATION

The President or Secretary-Treasurer of the Association, such officer in each case acting together with the Executive Vice President of the Association, whose signature shall also be required, shall be authorized to execute all deeds, bonds, mortgages, contracts, agreements and other documents for all and on behalf of the Association, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall have been expressly delegated by the Board of Directors to another officer or agent of the Association; no other person or persons shall have authority to bind the Association, and no contract made by any officer of the Association, other than the officers herein specified or an officer or agent acting pursuant to specific Board of Directors authorization, shall be binding on the Association.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING

The annual meeting will be held at a time and place designated by the executive committee called by the President. Notice by written, or electronic, as designated by the member and public posts to be given to the membership no less than thirty days or more than forty-five days in advance of the meeting.

Section 2. SPECIAL MEETINGS

The President, Executive Committee or a majority of the Board of Directors may call a special meeting of the Association by giving written, or electronic, as designated by the member and public posts notice to the membership of the time and place of such meeting and of the business to be transacted at such meeting, at least thirty days in advance; provided, however, that no business shall come before such special meeting except that business specified in the call.

Section 3. VOTING

- (a) RECORD DATE: Thirty days before the date of the Annual Membership Meeting or Special Meeting of the membership shall be December 31st of the previous year.
- (b) WHO MAY VOTE: Active Voting Members or their designated representatives may vote. No member shall cast more than one vote. Only those memberships on file with the Association and paid by December 31 of the previous year and approved by the Board of Directors or the Executive Committee prior to the Annual Membership Meeting or Special Meeting of the membership, and only those Designated Representatives who have been appointed by the Record Date and otherwise qualify shall be entitled to vote at the Annual Membership Meeting or a Special Meeting of the membership.
- (c) VOTING BY PROXY: Any Active Voting Member may vote by properly executing a proxy. A proxy to vote on behalf of an absent Active Voting Member at the Specific Annual Membership Meeting or Specific Special Meeting of the membership shall be executed in writing before a Notary Public and submitted to the Association not less than fourteen (14) days before the time of its use and shall specify the Active Voting Member or Designated Representative who will be executing the proxy vote. No one Acting Voting membership can vote more than two proxies.

Section 4. QUORUM

A quorum at the Annual Membership or Special Membership Meeting shall consist of thirty (30) or more Active Voting Members in person or by proxy.

Section 5. ORDER OF BUSINESS

The order of business at the Annual Membership Meeting shall be: (a) Reading of minutes of the previous meeting and acting thereon; (b) Annual address of the President; (c) Report of the Executive Vice President; (d) Report of the Secretary-Treasurer; (e) Reports of Standing and Special Committees(all reports maybe given by EVP); (f) Presentation of special awards and recognitions (g) Report of proxies; (h) Election of Area 14 Directors to the Board of Directors; (i) Unfinished Business; (j) New Business (Any Active Voting Member desiring to present a matter of new business before the membership shall submit a request In writing to the Executive Vice President no less than seven days prior to the meeting. Such request shall include a description of the new business and the action the member desires to be taken.) (k) Adjournment.

ARTICLE V
BOARD OF DIRECTORS

Section 1. AUTHORITY OF BOARD OF DIRECTORS

The affairs of the Association shall be governed by Board of Directors subject to the provisions of the Constitution and Bylaws and Rules of the Association and applicable law. The Board of Directors may from time to time enact, alter, amend or cancel such Rules as said Board of Directors may deem advisable for the proper conduct of affairs of the Association; such Rules of the Association shall be preserved in permanent form at the direction of the Board of Directors, and shall be published and copies thereof made available to the membership. The Board of Directors from time to time may establish Standing Committees of the Board and determine the responsibilities of each committee. Standing Committees and their responsibilities will be included in the Rules of the Association.

Section 2. ELECTION AND TERM OF OFFICE

- (a) NUMBER ON THE BOARD: The Board of Directors shall be composed of 44 elected Directors of which four will be elected from Area 14 (International) and;
- (b) PAST PRESIDENTS: All past presidents of the Association shall also be members of the Board of Directors provided they maintain ACTIVE MEMBER Status as per ARTICLE II, Section 1. (a)

(c) GEOGRAPHICAL AREAS: All elected Directors shall be elected by geographical area by the members who are bona fide residents of such areas, with the exception of Area 14 (International). These areas shall be designated as follows: (Texas shall constitute up to six of the defined areas according to the designation of counties which is attached and made a part of the Constitution and Bylaws with the exception of far West Texas which is part of Area 13.)

- | | | |
|--------|------------------|---------------|
| AREA 1 | TEXAS (Counties) | |
| | Angelina | Newton |
| | Chambers | Orange |
| | Grimes | Polk |
| | Hardin | Sabine |
| | Jasper | San Augustine |
| | Jefferson | San Jacinto |
| | Liberty | Shelby |
| | Madison | Trinity |
| | Montgomery | Tyler |
| | Nacogdoches | Walker |
| | | |
| AREA 2 | TEXAS (Counties) | |
| | Brazoria | Harris |
| | Fort Bend | Waller |
| | Galveston | |
| | | |
| AREA 3 | TEXAS (Counties) | |
| | Austin | Jackson |
| | Bastrop | Lavaca |
| | Brazos | Lee |
| | Burleson | Matagorda |
| | Colorado | Washington |
| | Fayette | Wharton |
| | | |
| AREA 4 | TEXAS (Counties) | |
| | Aransas | Kendall |
| | Atascosa | Kenedy |
| | Bandera | Kerr |
| | Blanco | Kinney |
| | Bee | Kleberg |
| | Bexar | La Salle |
| | Brooks | Live Oak |
| | Caldwell | Mc Mullen |
| | Calhoun | Maverick |
| | Cameron | Medina |
| | Comal | Nueces |

Dewitt	Real
Dimmitt	Refugio
Duval	San Patricio
Edwards	Starr
Frio	Uvalde
Gillespie	Val Verde
Goliad	Victoria
Gonzales	Webb
Guadalupe	Willacy
Hidalgo	Wilson
Jim Hogg	Zapata
Jim Wells	Zavala
Karnes	

AREA 6 TEXAS (Counties)

Anderson	Hardeman
Archer	Harrison
Baylor	Haskell
Bell	Hays
Bosque	Henderson
Bowie	Hill
Brown	Hood
Burnet	Hopkins
Callahan	Houston
Camp	Hunt
Cass	Jack
Cherokee	Johnson
Clay	Kaufman
Coleman	Knox
Collin	Lamar
Comanche	Lampasas
Cooke	Leon
Coryell	Limestone
Dallas	Llano
Delta	Marion
Denton	Mason
Eastland	McCulloch
Ellis	McLennan
Erath	Rusk
Falls	San Saba
Fannin	Shackelford
Foard	Smith
Franklin	Stephens
Freestone	Somervell
Grayson	Tarrant
Gregg	Throckmorton
Hamilton	Titus
Milam	Travis
Mills	Upshur

Montague	Van Zandt
Morris	Wichita
Navarro	Wilbarger
Palo Pinto	Williamson
Panola	Wise
Parker	Wood
Rains	Young
Red River	Rockwall
Robertson	

AREA 7 LOUISIANA

AREA 8 FLORIDA

AREA 11 ALABAMA AND MISSISSIPPI

AREA 12 EASTERN UNITED STATES

Connecticut	New Jersey
Delaware	New York
Georgia	North Carolina
Illinois	Ohio
Indiana	Pennsylvania
Iowa	Rhode Island
Kentucky	South Carolina
Maine	Tennessee
Maryland	Vermont
Massachusetts	Virginia
Michigan	Washington D.C.
Minnesota	West Virginia
New Hampshire	Wisconsin

AREA 13 ARKANSAS, KANSAS, MISSOURI, NEBRASKA, OKLAHOMA & TEXAS (Counties)

Andrews	Jones
Armstrong	Kent
Bailey	Kimble
Borden	King
Brewster	Lamb
Briscoe	Lipscomb
Carson	Loving
Castro	Lubbock
Childress	Lynn
Cochran	Martin
Coke	Menard
Collingsworth	Midland
Concho	Mitchell
Cottle	Moore
Crane	Motley

Crockett	Nolan
Crosby	Ochiltree
Culberson	Oldham
Dallam	Parmer
Dawson	Pecos
Deaf Smith	Potter
Dickens	Randall
Ector	Regan
El Paso	Reeves
Fisher	Roberts
Floyd	Runnels
Gaines	Schleicher
Garza	Scurry
Glasscock	Sherman
Gray	Sterling
Hale	Stonewall
Hall	Sutton
Hansford	Swisher
Hartley	Taylor
Hemphill	Terrell
Hockley	Terry
Howard	Tom Green
Hudspeth	Upton
Hutchinson	Ward
Irion	Wheeler
Jeff Davis	Winkler
Jones	Yoakum

AREA 14 INTERNATIONAL

AREA 15 WESTERN UNITED STATES

Arizona	North Dakota
California	Oregon
Colorado	South Dakota
Idaho	Utah
Montana	Washington
Nevada	Wyoming
New Mexico	

(d) BONA FIDE RESIDENT: An Active Member who lives in one area and owns cattle in another area shall be considered a member where he is a bona fide resident and his registrations shall be counted in the area in which he is a bona fide resident.

(e) APPORTIONMENT: Directors shall be elected from each area, except Area 14 (International), in proportion to the number of registrations and Active Members in each area for the average of two calendar years prior to Annual Certification.

(f) APPORTION FACTORS: The total number of Directors for each area, except Area 14 (International), shall be determined by each area's prorated share of the total number of Active Members and registrations except those of Area 14 (International); the number of Active Members shall have 10 times the weighted importance of registrations. The following is the formula used to calculate Director Apportionment: An Apportionment Factor is calculated. The sum of the average of ALL Association Registrations for two previous years plus the average number of ALL Active Members for two previous years X 10 divided by 40 (Total number of Directors less area 14) The above yields an apportionment factor. The same procedure is followed for each area with the Average Number of Registrations of said area and Memberships of said area X 10 being added and then divided by the apportionment factor to yield the number of Directors each area is entitled to.

(g) ANNUAL CERTIFICATION: The Executive Vice President shall inform the Board of Directors or the Executive Committee, whichever body meeting the day nearest to the first day of September of each year, the apportionment of area Directors based on the number of registrations and active members of each ABBA area for the past two calendar years prior to year of annual certification; the Board of Directors or the Executive Committee, whichever is applicable, shall determine if the numbers of Directors for each area should be increased or decreased.

(h) TERM OF OFFICE: Each elected Director shall be elected for a term of two years or until his successor commences his term as director. There shall be no limitation on the number of successive terms that a Director may serve. To the extent possible, one-half of the elected Directors from each area with multiple Directors shall be elected each year. Directors shall be elected to a term of two years. Some Directors shall be elected to a one year first term in order to assure that one half of each of the Area Directors will be elected each year. If, after an election, the need arises to choose between two or more persons to serve one- or two-year terms, the person/s with the least consecutive years of current service on the Board of Directors shall serve the one-year term(s) and in the case of a tie for least service then the position shall be filled by drawing of lots under the supervision of the Executive Committee.

(i) DIRECTOR NOMINATIONS: Between October 1st and October 15th of each year, the Association shall mail to each Active Voting Member residing in Area 1 through Area 15, excluding Area 14, an Official Nomination Form to nominate members as Director(s) from that area, provided a Director or Directors are to be elected from that area for the ensuing year or years. Members shall be instructed to select one name for each Director position to be filled and return the Official Nomination Form to the Independent Audit Firm office no later than November 15th of that year. These Official Nomination Forms shall be tabulated by the Independent Audit Firm. The two members receiving the most nominations on the Official Nomination Form for each Director position to be filled, and who are qualified to serve and have agreed to have their names placed on the Official Voting Ballot shall be the candidates for each Director position to be filled. An Official Voting Ballot consisting of the

names of the two candidates for each Director position to be filled shall be mailed at this time to each Active Member in each area. In cases of ties, the Official Voting Ballot may consist of more than two persons for each Director position to be filled. This Official Voting Ballot shall be mailed to the membership in each area with instructions to vote for one person for each Director position to be filled. This Official Voting Ballot must be received in the Association Independent Audit Firm office by the date specified on the Official Voting Ballot which in no event shall be less than ten days prior to the Annual Membership Meeting and shall be tabulated in the same manner as the Official Nomination Form. The tabulations will be sent by the audit firm to the EVP who will advise the EC on the outcome, the EC may review the nomination and director election ballots after tabulation is complete. The person or persons receiving the most votes by Active Voting Members residing in the area of the candidate's residence shall be elected and his term shall commence at the Annual Membership Meeting.

- (j) **NOMINATION OF INTERNATIONAL DIRECTOR(S):** The Executive Vice President will request applications from international directors interested in serving on the BOD. He will then submit these at the meeting and they shall be voted on by the membership at the annual membership meeting.

Section 3. MEETINGS OF THE BOARD OF DIRECTORS

- (a) **FIRST MEETING:** The newly constituted Board of Directors shall meet in person during a recess of the Annual Membership Meeting for the express purpose of electing a President, Vice President, Secretary-Treasurer and six qualified Directors to serve as members of the Executive Committee and shall report the results of the elections to the reconvened Annual Membership Meeting.
- (b) **REGULAR MEETINGS:** Thereafter, meetings shall be held at a time and place designated by the ABBA President, with notice sent by email at least 30 days in advance. The President must call at least three (3) regular meetings per year, but may call up to five (5).
- (c) **SPECIAL MEETINGS:** Special meetings of the Board of Directors to meet in person may be called on the order of the President, Executive Committee, or by a majority of the Board of Directors, by giving written or electronic notice of such meeting and of the business to be transacted at such meeting, at least thirty days in advance, provided, however, that no business shall come before such special meeting except that specified in the call.
- (d) **QUORUM:** A quorum shall consist of one-half of the elected members of the Board of Directors.

Section 4. QUALIFICATIONS

- (a) WHO MAY SERVE: Any person over the age of 18 years of age who is an Active Voting Member or any person who is a Designated Representative over the age of 18 years of age of an Active Member of the Association and who is entitled to vote on behalf of the Active Member at meetings of the membership shall be eligible to be a Director of the Association. For a person to be elected and serve their term as a Director they or the membership they represent must submit performance information (BHIR) and they or the Active Membership they represent must register with the Association a minimum of 10 animals each year beginning with the calendar year prior to their nomination and the calendar year prior to the beginning of the second year of their term of office. No person may run for director in more than one area.
- (b) EXCLUSIONS: No person may hold a position of Director of the Association while serving as an officer or director of any other Bos Indicus recording association within the United States and shall while so serving, cease to be a Director of the Association.
- (c) RETIREMENT FROM BOARD OF DIRECTORS: Any member who has 20 years of continuous service on the Board of Directors, if he so desires, may retire as a Director and still continue to serve as a non-voting member of the Board of Directors as long as he/she meets the requirements of a non-voting member.
- (d) DIRECTOR EMERITUS: The Board of Directors may designate one Director Emeritus annually. An individual to be eligible for such status, must be a Director with long, continuous and distinguished service to the Breed. Director Emeritus will have no voting privileges on the ABBA Board of Directors.

Section 5. VACANCIES

Vacancies in the Officers and Board of Directors positions of the Association shall be filled by the Executive Committee. In the result of a vacancy, the Board of Directors will go back to the election results of said vacancy and ask the next high vote getter to fill the vacancy first. If next high vote getter turns down the position the search will continue to the next high vote getter until position is filled. Any person selected to fill a vacancy shall serve for the unexpired term of his or her predecessor and until a successor takes office.

Section 6. RESOLUTIONS OF THE BOARD OF DIRECTORS

Resolutions may be adopted by a majority of the members of the Board of Directors meeting in person or via electronic voting or by individually or collectively signing a copy(ies) of such resolution. No resolution can be adopted which conflicts with the Constitution and Bylaws or Rules.

Section 7. FISCAL YEAR

Until otherwise provided by the Board of Directors, the Annual Fiscal period of the Association shall terminate the thirty-first day of December each year.

Section 8. BUDGET

The Board of Directors, before the expiration of the fiscal year, shall adopt a budget of expenditures for the next fiscal year. Said Budget shall be adhered to during the ensuing fiscal year unless modified or amended by the Board of Directors.

Section 9. DIRECTORS & OFFICERS and EMPLOYEE LIABILITY INSURANCE

The Association shall maintain Directors & Officers liability insurance and comprehensive general liability insurance for employees at all times.

Section 10. AUDIT

It shall be the duty of the Board of Directors to appoint a competent public external accounting firm to annually examine the accounts of the Association and tabulate director nomination and election votes. External accounting firm that is directed to tabulate votes, cannot be the same accounting firm used to conduct association business.

Section 11. ORDER OF BUSINESS

The order of business of Directors Meetings shall be the same as that of the Annual Membership Meeting except those parts which are not applicable.

ARTICLE VI
EXECUTIVE COMMITTEE

Section 1. COMPOSITION

An Executive Committee shall be created consisting of the President as Chairman, Vice President, Secretary-Treasurer, immediate Past President and six Directors elected from and by the Board of Directors. Elected members of the Executive Committee shall serve a term of one year and until the selection of his successor.

Section 2. AUTHORITY OF THE EXECUTIVE COMMITTEE

Full authority of the Board of Directors shall be vested in the Executive Committee between meetings of the Board of Directors except that the Executive Committee shall not have the authority to change any Rules of the Association and all actions of the Executive Committee are subject to ratification by the Board of Directors.

Section 3. ELIGIBILITY

No person shall be eligible to serve on the Executive Committee who has not served at least two years as a member of the Board of Directors. No person can be re-elected to serve a consecutive term on the Executive Committee if that person has not attended at least 50% of the Executive Committee meetings during his term of office.

Section 4. MEETINGS

Meetings of the Executive Committee shall be called by the President or a majority of the Executive Committee when in their judgment the business of the Association so requires. The Executive Committee may meet in person or by conference telephone call, video conference or other electronic conferencing means under rules established from time to time by the Board of Directors

Section 5 QUORUM

A Quorum of the Executive Committee shall consist of five (5) members of the Executive Committee.

ARTICLE VII
ADMINISTRATIVE STAFF

Section 1. EXECUTIVE VICE PRESIDENT

An Executive Vice President shall be appointed by the Board of Directors and shall hold his office during its pleasure and shall receive such compensation as the Board of Directors may fix. The Executive Vice President shall be the managing and administrative officer of the Association, and in the absence, disability or inability of the President and Vice President to act, he shall perform the duties and exercise the powers of the Chief Executive Officer of the Association. Unless contrary provision be made by the Board of Directors and subject to such limitations as may be imposed by the Board of Directors, the Executive Vice President shall act as the authorized representative of the Board of Directors in hiring, discharging, fixing or modifying the duties, salaries or other compensation of employees of the Association. The Executive Vice President shall have charge of and keep in his possession the seal of the Association and affix the same to deeds and other instruments necessary to be sealed when properly authorized to do so; he shall make all reports and statements required by laws of the United States, the State of Texas or any other state or other duly constituted and established public governmental authority or as may be required by the Board of Directors; he shall be responsible to the Board of Directors for the proper conduct and operation of the affairs of the Association; he shall be the corresponding officer of the Association; he shall issue all notices of the meetings and execute all orders of the Board of Directors concerning matters pertaining to his office, and shall

perform all other duties properly ordered by the President or the Board of Directors or which usually pertain to the office of Executive Vice President.

Section 2. OTHER ADMINISTRATIVE STAFF POSITIONS

The Executive Vice President, by and with the consent of the Executive Committee, and with budgeted funds, shall establish or eliminate such administrative staff positions as are required for the efficient operation of affairs of the Association. From time to time these other staff positions and description of responsibilities will be outlined in the Rules of the Association.

ARTICLE VIII PARLIAMENTARY AUTHORITY, CONSTRUCTION, HEADINGS

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules of order the Association may adopt.

This Constitution/Bylaws of the Association shall be deemed drafted equally by all parties. Its language shall be construed as a whole and according to its fair meaning. Any presumption or principle that the language is to be construed against any party shall not apply.

The headings in this Constitution are only for convenience and are not intended to affect construction or interpretation. Any references to paragraphs, subparagraphs, sections, or subsections are to those parts of the Constitution, unless the context clearly indicates to the contrary.

Unless the context clearly indicates to the contrary, (a) the plural includes the singular and the singular includes the plural; (b) or is used both conjunctively and disjunctively; (c) any, all, each, or every means any and all, and each and every; (d) includes and including are each without limitation; (e) herein, hereof, hereunder, and other similar compounds of the word here refer to the entire Constitution and not to any particular paragraph, subparagraph, section or subsection; (f) all pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the entities or persons referred to may require.

ARTICLE IX BRAHMAN HERD REGISTER

Section 1. HERD REGISTER AND HERD BOOKS

The Recording Secretary shall cause to be kept and preserved in the office/s of the Association full and complete records known as the American Brahman Herd Register, American Gyr Herd Book, American Nelore Herd Book, American Indu Brazil Herd Book, American Guzerat Herd Book, American

Tabapua Herd Book and American Red and Grey Brahman Herd Book; these full and complete records shall include the ownership brand and animal identification number, sex, date of birth, owner, sire and dam of every animal offered for entry in said American Brahman Register or other Herd Books maintained by the Association in accordance with the Rules of the Association governing entries therein; and shall also include all subsequent transfers of ownership of animals so recorded.

Section 2. RULES GOVERNING ENTRIES AND TRANSFERS

The Board of Directors shall from time to time establish and amend Rules of the Association governing entries and transfers in and on such records and from time to time shall establish and amend fees to be paid by members and non-members as a condition to such entries and transfers and for the issuance of certificates thereof. The Board of Directors shall have power to set penalties which shall be collected as a condition to such entry or transfer from members and non-members who shall present an application for registration or transfer under such circumstances as shall, in the judgment of the Board of Directors, warrant the imposition of such penalty. The Rules of the Association adopted by the Board of Directors from time to time governing the entries and transfers on such records, together with any fees and penalties established by the Board of Directors, shall be maintained in the Association office and posted on the Association's Official Website and shall be binding upon members and upon all other persons who shall apply for registrations, transfers or other action pursuant thereto.

Section 3. PROFORMA REGISTRATION

In case of the disappearance or persistent neglect or unreasonable refusal of the owner of the sire or of the breeder of an animal to sign an application for registration and upon satisfactory evidence being submitted to the Executive Committee by the entity applying for registration, the Executive Committee may, at its discretion, instruct the Recording Secretary to register said animal without the signature of the owner of the sire or of the breeder, or of both; the Executive Committee may require verification of parentage of such offspring with any technology acceptable for parent verification, at the expense of the current owner.

Section 4. PROFORMA TRANSFER OF OWNERSHIP

In case of the disappearance of or persistent neglect or unreasonable refusal of the seller of an animal to submit to the Association the registration or recordation certificate with a properly executed application for transfer of ownership, the record of such transfer may be made by the Recording Secretary upon approval of the Executive Committee, based on satisfactory evidence of the sale and delivery of the animal. Such evidence shall include the purchaser's affidavit setting forth the facts and sworn to or affirmed before a Notary Public. Each such affidavit must be accompanied by proof of sale and payment in full of the purchase price of the animal or by evidence of an

agreement to sell, purchase or transfer, including the terms and conditions of service, if any, in the case of females.

Section 5 PROFORMA ISSUANCE OF A.I. SERVICE CERTIFICATES

In case of the disappearance or persistent neglect or unreasonable refusal of the owner or co-owner of record of the sire to sign an application for the release of A.I. certificates and upon satisfactory evidence being submitted to the Executive Committee, the Executive Committee may, at its discretion, instruct the Recording Secretary to issue A.I. Certificate(s) on said sire without the signature of the owner of record of the sire; the Executive Committee may require verification of parentage of such offspring via DNA, at the expense of the current owner. Such evidence shall include the purchaser's affidavit setting forth the facts and sworn to or affirmed before a Notary Public. Affidavit must be accompanied by proof of sale and payment in full of the purchase price of the semen or by evidence of an agreement to sell or purchase.

Section 6. FRAUDULENT ENTRIES OR TRANSFERS

The Recording Secretary shall defer action on applications for entry (registrations) or transfers of any animal or animals when, in the judgment of the Recording Secretary, there are real or suspected irregularities in said applications; said deferred applications shall be submitted to the Executive Committee at its next regular meeting for approval or disapproval. Should any animal have been admitted to entry or transferred through misrepresentation or fraud, the Executive Committee shall, on discovery of same, declare the entry or transfer void, together with any entries that may have been made descendants of such animal. When an animal shall have been entered or transferred through misrepresentation or fraud, the Executive Committee may direct the Recording Secretary to refuse for record any subsequent entry or transfer dependent upon the signature of any person implicated in such fraudulent entry or transfer.

Section 7. RESPONSIBILITY OF THE ASSOCIATION AS TO REGISTRATION AND TRANSFER

EVERY CERTIFICATE OF REGISTRATION AND CERTIFICATE OF TRANSFER OF OWNERSHIP ISSUED BY THE ASSOCIATION IS BASED SOLELY ON THE INFORMATION CONTAINED ON THE APPLICATION SUBMITTED IN CONNECTION THEREWITH. THE AMERICAN BRAHMAN BREEDERS ASSOCIATION ASSUMES NO RESPONSIBILITY FOR INDEPENDENTLY VERIFYING THE ACCURACY OR VALIDITY OF SUCH INFORMATION. THE ASSOCIATION SHALL NOT BE LIABLE FOR ANY LOSSES OR DAMAGES WHICH MAY RESULT, DIRECTLY OR INDIRECTLY FROM ANY CERTIFICATE ISSUED ON ERRONEOUS OR FRAUDULENT INFORMATION OR FROM THE REMOVAL OF ANY ANIMAL SO REGISTERED OR TRANSFERRED FROM THE AMERICAN

BRAHMAN HERD REGISTER OR FROM ANY OTHER HERD BOOK MAINTAINED BY THE ASSOCIATION.

Section 8. BRAHMAN HERD IMPROVEMENT RECORDS PROGRAM

The Association shall maintain a system of performance records known as the Brahman Herd Improvement Records program in compliance with Rules of the Association set forth by the Board of Directors.

Section 9. REGISTER OF RENOWN

The Association shall maintain a system of records known as the Brahman Register of Renown. Sires and/or dams of animals exhibited in shows approved by the Association shall be enrolled in the American Brahman Register of Renown in compliance with the Rules of the Association set forth by the Board of Directors.

Section 10. MATERNAL MERIT PROGRAM

The Association shall maintain a system of records known as the Maternal Merit Program. Females registered in the Books of the Association that have excelled in certain maternal traits shall be enrolled in the Brahman Maternal Merit Program with the Rules of the Association set forth by the Board of Directors.

Section 11. MATERNAL PERFORMANCE SIRE PROGRAM

The Association shall maintain a system of records known as the Maternal Performance Sire Program. Males registered in the Books of the Association that have excelled in siring Maternal Merit Cows shall be enrolled in the Brahman Maternal Performance Sire Program with the Rules of the Association set forth by the Board of Directors.

Section 12. RELEASE OF PERFORMANCE INFORMATION

All persons who submit performance information on cattle to be registered, certified, enrolled or to be entered in the Brahman Herd Improvement Records (BHIR) program shall understand and agree that these records will be used for research, development and publication of a National Sire Summary for the American Brahman breed that will be available to the Association membership and any other interested persons.

**ARTICLE X
AMENDING THE CONSTITUTION/BYLAWS**

Any proposed amendment to the Constitution/ByLaws that is approved by a majority of the Board of Directors shall be mailed or emailed by the Association to all Active Voting Members within 30 days after the date on which it was approved by the Board of Directors along with a ballot form and a draft of the proposed amendment. Ballots shall be executed,

returned to and tabulated by and tabulated by a duly appointed independent third-party accounting firm. Only those votes returned to the independent third-party accounting firm no more than thirty days from the date on which the ballots were sent shall be counted, and if the amendment receives the affirmative vote of a two thirds majority of the votes cast, it shall become effective immediately.