

## BY- LAWS

### OF

**MOUNTAINS<sup>2</sup> & PLAINS TEXAS LONGHORN ASSOCIATION, INC.**

### ARTICLE 1

#### OFFICE AND LOCATION

##### Section 1. REGISTERED OFFICE:

The registered office of the corporation shall be at the current residence address of the corporate secretary<sup>2</sup> and the corporation shall have, in a conspicuous place at said office, its corporation name painted or printed in letters sufficiently large to be easily read.

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##### Section 2. CHANGE OF OFFICE:

The Board of Directors may change the location of the registered office to any other place within this State by resolution adopted at a regular or special meeting of such Board.

##### Section 3. OTHER OFFICES:

Other offices for the transaction of business shall be located at such places either within or without this State as the Board of Directors or Officers may from time to time determine.

<sup>2</sup> Revised 2007

## ARTICLE II

### CAPITAL STOCK

#### Section 1.

This corporation shall not have authority to issue stock.

## ARTICLE III

### PURPOSE AND OBJECT

Section 1. The object and purpose of the MOUNTAINS<sup>2</sup> & PLAINS TEXAS LONGHORN ASSOC., INC, is to *be an affiliate of the TEXAS LONGHORN BREEDERS ASSOCIATION OF AMERICA* and to <sup>1</sup>protect the unique heritage of the TEXAS LONGHORN and its link with the history of America; to promote breeding practices; to preserve its purity; to produce more public awareness of TEXAS LONGHORN cattle as a distinct breed; to recognize present breeders and to encourage others to develop and maintain herds which will be registered with the TLBAA so as to preserve for posterity this magnificent breed of cattle; to aid in the advancement of scientific knowledge of the past ancestry and future breeding of TEXAS LONGHORN CATTLE and to do such other things as may be in the interest of TEXAS LONGHORN cattle and none of which shall be for profit.

## ARTICLE IV

### MEMBERSHIP

#### Section 1. QUALIFICATIONS

Membership in this Association shall consist of active and junior members.

An Active Member shall be a reputable breeder of the "TEXAS LONGHORN" breed of cattle and of good character who has *(an interest in)*<sup>1</sup> cattle registered with the TLBAA. Individuals, Partnerships, Corporations, Organizations, Governmental Agencies and the Estates of deceased persons may become Active Members.

Junior Memberships may be granted, upon payment of appropriate fees, to individuals up to 18 years of age. A Junior Member will have all rights of membership except voting privileges.

Only currently paid up Active Members shall have voting privileges. All Active Memberships other than an individual shall designate in writing one (1) person to act for the membership, including but not limited to voting rights. Said person acting for the membership will be recognized as representing same until changed in writing.

## **ARTICLE V**

### **MEETING OF MEMBERS**

#### **Section 1.**

The Annual Meeting of the Association for the election of Directors and Officers and such other business as shall come before it, shall be held at the time and place designated by the Board of Directors, written notice to be given to the membership at least one (1) month in advance of the meeting.

A Semi-Annual Meeting of the Association for such business as shall come before it shall be held at the time and place designated by the Board of Directors, written notice to be given to the membership at least one (1) month in advance of the meeting.

#### **Section 2. SPECIAL MEETINGS**

The President or majority of the Board of Directors may call Special Meetings of the Association by giving written notice to the membership of the time and place of such meeting at least thirty (30) days in advance and of the business to be transacted at such meetings, provided, however, that no business shall come before such special meetings except that specified in the call.

### Section 3. PROXIES

Active and Lifetime Members must vote in person, not by proxy.

### Section 4. QUORUM

For the purpose of election and the transaction of other business, a quorum shall consist of ten (10) or more voting members or 1/3<sup>2</sup> of the total voting membership,<sup>2</sup> whichever shall be the least.

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## ARTICLE VI

### BOARD OF DIRECTORS

#### Section 1. POWER OF BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by its Board of Directors which shall exercise its powers as follows:

- (a.) Directors shall manage all affairs of the Association subject to and consistent with the Certificate of Incorporation, issued by the State of Colorado on the 9<sup>th</sup> day of August, 1976 and the By-Laws duly adopted by the membership.
- (b.) The Board of Directors shall from time to time enact, alter, amend or cancel Article XII<sup>2</sup> Rules and Regulations for the proper conduct of the affairs of the Association by the Board, provided, however, that such Rules and Regulations, shall not be<sup>2</sup> inconsistent with the Charter or By-Laws or TLBAA<sup>2</sup>.
- (c.) Any enactment, alteration, amendment or cancellation of Rules and Regulations provided for in paragraph (b) above shall be preserved in permanent form and may, at the discretion of the Board of Directors, be published and copies thereof distributed to the membership.

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<sup>2</sup> Revised 2007



## Section 2. ELECTION AND TERMS<sup>2</sup> OF OFFICE

The Board of Directors shall be composed of a President, Vice-President, Secretary-Treasurer, and four (4) Active Member Directors, all of whom shall be elected by the voting membership at the Annual Meeting in a manner and forum as provided for by the By-Laws.

The President, Vice-President and Secretary-Treasurer<sup>2</sup> shall be elected from the roll of Active Members for a term of (1) year.<sup>2</sup>

The President, Vice-President, Secretary-Treasurer and Board Members shall be installed when elected.

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**Deleted:** and shall serve until their successors have been chosen and have qualified.

## Section 3. AMENDMENT TO TERM OF OFFICE

The President and Vice-President shall be elected from the roll of Active Members each year at the Annual Meeting for a term of one (1) year.<sup>2</sup>

When the new President takes office, the immediate past President takes a seat on the Board of Directors and holds that position until a new President is elected. This makes a total of eight (8) members on the Board of Directors, including the President, Vice-President, and Secretary-Treasurer.

**Deleted:** and shall serve not more than two (2) consecutive years in the same elected office.¶

The Board of Directors shall be elected from the roll of Active Members at the Annual Meeting for a term of two (2) years as their term expires.

#### Section 4. MEETINGS OF THE BOARD OF DIRECTORS

- (a) The meeting for the organization of the Board of Directors shall take place as soon as is practicable after the adjournment of the Annual Meeting of the membership, at which time the Board shall proceed to create such committees and elect such officers of the Board as they may deem necessary in addition to those committees and officers provided for in the By-Laws. If at the time fixed for the meeting of the directors elect, there shall not be a quorum present, the members present may adjourn from time to time until a quorum is obtained. The first order of business shall be to ascertain that the directors present are qualified to serve as required by the By-Laws. President and Secretary of the Association shall be Chairman and Secretary respectively of the Board of Directors.
- (b) Special meetings of the Board may be called at any time by the President upon notice given to each Director. The President shall call a special meeting of the Board upon being called upon to do so by a majority of the Board or majority of the Executive Committee. Notice of a special meeting shall be given by notifying each Director, either personally or by mail, at least twenty-four hours before such meeting.
- (c) A majority of the whole number of Directors shall constitute a quorum at any meeting.

#### Section 5. QUALIFICATIONS

Any person who is an Active Member of the Association and *is and Active or Lifetime member of the TEXAS LONGHORN BREEDERS ASSOCIATION OF AMERICA (TLBAA)* and<sup>1</sup> engaged in the management and handling of TEXAS LONGHORN cattle shall be eligible to the Directorate of this Association.

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<sup>1</sup> Revised January 1991

## **Section 6. VACANCIES**

Vacancies in the Officers and Board of Directors of the Association shall be filled by the Board of Directors and such person or persons so chosen shall serve for the unexpired term of his predecessor and until a successor is elected and qualified.

## **Section 7. EXECUTIVE COMMITTEE**

An Executive Committee may be created consisting of the President and Vice-President and one (1) Director to be nominated by the President and approved by the Board of Directors. Meeting of the Executive Committee shall be called by the President when in his judgment the business of the Association requires.

# **ARTICLE VII**

## **EXECUTIVE OFFICERS**

The Executive Officers shall consist of a President, Vice-President and a Secretary-Treasurer and such other officers as from time to time may be required or appear to be desirable for the prompt and orderly transaction of the Association's business and the conduct of its affairs.

- (a) **PRESIDENT** – There shall be elected at the Annual Meeting of the members a President. The President shall preside at all meetings of the members; meetings of the Board of Directors; generally oversee the affairs of the Association and the performance of duties by other Executive Officers. He shall report to the Annual Meeting of the members and make recommendations to the Association as he may deem advisable.



- (b) VICE-PRESIDENT – There shall be elected at the Annual Meeting of the members a Vice-President. The duties of the Vice-President shall be to act in the absence of the President and under the direction of the Board of Directors, to perform the duties of the President in case of his absence or inability to act.
- (c) SECRETARY-TREASURER- A Secretary-Treasurer shall be elected at the Annual Meeting of the Members. The Secretary-Treasurer shall be custodian of the minutes of the meetings, membership list, letters or otherwise dispose of same. As the Board of Directors may order. He or she may, and with the consent of the Board hire a cashier and delegate to such cashier or other officer, any of the duties with which such Secretary-Treasurer is charged.

## ARTICLE VIII

### EXPULSION

If any member of this Association shall be accused of any misrepresentation, deception or fraud in relation to the registry of animals in the Herd Register of the TLBAA, or any infraction of charter, constitution or by-laws of the *TLBAA or the*<sup>4</sup> Association, or any act or conduct, which may endanger the good order, welfare or credit of the *TLBAA or the*<sup>1</sup> Association, the Board of Directors shall examine into the matter and if the charge is sustained by sufficient proof after an opportunity shall have been given him to appear before the Board of Directors in his defense, the offending member shall be expelled, providing a majority of the Board of Directors vote in favor thereof, said vote if so desired by the accused to be subject to the approval of the members represented in person at a regular Annual Meeting.



## **ARTICLE IX**

### **CESSATION OF PRIVILEGES**

All interest and privileges, as a member of this Association and its property shall cease with resignation or expulsion. The administrator or executor of an estate of a member may register and transfer animals for member's fees. If a partnership shall dissolve, any partner shall be entitled to membership upon the payment of the membership fee. The partnership membership may be to any partner, and in case of dissolution of the partnership by death the partnership may be transferred to the surviving partner or heirs of the deceased partner.

## **ARTICLE X**

### **Section 1. ORDER OF BUSINESS**

The order of business of the Annual Meeting shall be:

- (a) Calling the meeting to order by the President
- (b) Reading minutes of previous meeting and acting thereon.
- (c) Annual address of the President
- (d) Report of the Treasurer
- (e) Reports of Committees and old business.
- (f) Election of Officers
- (g) Election of Board of Directors
- (h) Unfinished business
- (i) New business

In determining questions not covered by the Constitution and By-Laws of the Association, Robert's Rules of Order shall be used. The order of business of the Directors Meeting shall be the same as Article 10, Section 1, except that those parts which are not applicable will be omitted.

## Section 2. BUDGET

The Board of Directors, before the expiration of the fiscal year, shall set up a budget of expenditures for the next ensuing fiscal year, which budget shall be adhered to as to total expenditures during such year, unless modified by the Board of Directors.

## Section 3. FISCAL YEAR

The fiscal year for the Association which commenced March 1, 1981 shall end December 31, 1981 and effective January 1, 1982 the fiscal year for the Association shall commence January 1, and end December 31 the same year.

## Section 4. BONDS

The Secretary-Treasurer or other employees entrusted with monies of the Association shall give bonds with security to the complete satisfaction of the Board of Directors. Such bonds shall be in an adequate amount as set by the Board of Directors. Such bonds shall be an expense of the Association.

## Section 5. AUDIT

It shall be the duty of the Board of Directors to cause to be audited by a CPA all claims upon the Association and to verify the accounts of the Secretary-Treasurer before they are submitted at the Annual Meetings of the Members.

# ARTICLE XI

## AMENDING THE BY-LAWS

- (a) These By-Laws may be altered or amended by vote of the majority of the members of the Board of Directors in attendance of any Board meeting and confirmed by a majority vote of the members voting in person at any regular Meeting of the Association.
- (b) These By-Laws may be amended by a two-thirds (2/3) vote of the qualified members voting in person at any regular meeting of the Association.

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- (c) Proposed Constitutional or By-Laws changes must be presented in writing to the Board of Directors no less than two (2) months prior to the Annual Meeting or any special meeting called for that specific purpose<sup>2</sup>. A proposed change in the Constitution any By-Laws when, approved by the Board of Directors will be published and forwarded to all members no less than thirty (30) days prior to the Annual Meeting or any special meeting called for that specific purpose<sup>2</sup>.

## ARTICLE XII

### RULES AND REGULATIONS

#### Section 1. SCHEDULE OF FEES

Membership fees;

Active Membership fee (Annual)	\$35.00 <sup>1</sup>
Junior Membership fee (Annual)	\$ 5.00
Lifetime Membership fee – Ten (10) times The annual Membership fee	

#### Section 2. DISAGREEMENTS OR DISPUTES BETWEEN SELLER AND BUYER.

The Association will not assume the responsibility of settling disputes between Seller and Buyer concerning financial settlements, ownership, health, and fertility. Nor will the Association accept responsibility for any other matter involving misrepresentation, deception, or fraud in relation to the registry of animals in the Herd Register of TLBAA, or of any infraction of Charter, Constitution, or By-Laws of the Association.

<sup>1</sup> Revised 1995  
<sup>2</sup> Revised 2007

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## **ARTICLE XII**

### **CORPORATE SEAL**

The Corporation shall have an official seal upon which the name of the corporation shall appear. The following is adopted as the official seal of the Corporation.