

**BY-LAWS OF THE
BRAUNVIEH ASSOCIATION OF AMERICA**

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BY-LAWS OF THE BRAUNVIEH ASSOCIATION OF AMERICA

ARTICLE I. OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Application for Membership. Application for membership shall be made on forms provided by the corporation, which forms shall contain such provisions, conditions and agreements as are prescribed by the Board of Directors or a duly authorized committee. Membership in the corporation is a privilege and not a right. Any application for membership may be rejected by the Board of Directors for any clause deemed detrimental to the interests of the corporation, its programs, policies, objectives or harmonious relationship with its members. The Board of Directors or a duly authorized committee may establish rules relating to criteria and conditions of membership and to procedures regarding termination or suspension of membership privileges.

Section 2. Classes of Membership. The corporation shall have four classes of membership, classified as follows:

- a. Active Member. Any owner or breeder of Braunvieh cattle may, upon payment of the applicable dues hereinafter or by resolution of the Board of Directors established, become an active member of this corporation subject to all provisions of these By-Laws. Each active member shall have one vote on all matters to come before meetings of the membership. Only active members are entitled to vote and hold office in the corporation. Provided, that an active member who has not transferred or had registered at least one Braunvieh animal in a twenty-four month period shall go on "inactive" status and lose the right to vote or hold office. The membership will be automatically reinstated to active status at such time as such

member resumes registering or transferring one or more Braunvieh animal.

- b. Associate Member. Any individual or organization interested in the advancement of the purposes of the corporation may, upon payment of the applicable dues hereinafter or by resolution of the Board of Directors established, become an associate member of this association. Associate members shall not be entitled to vote on any matters to come before the meetings of the membership and may not be elected as officer or directors of the corporation.
- c. Honorary Member. An individual or organization who has made an outstanding contribution to the development of the Braunvieh breed of cattle may be elected by the active members to become an honorary member of the corporation, provided that such individual or organization has been recommended for such election by a prior resolution of the Board of Directors. Honorary members shall not be entitled to vote on any matters to come before the meetings of the membership and may not be elected as officers or directors of the corporation.
- d. Junior Member. Any individual under the age of twenty-one (21) may upon payment of the applicable dues hereinafter or by a resolution of the Board of Directors established, become a junior member of this corporation. Junior members shall not be entitled to vote on any matters to come before the meetings of the membership and may not be elected as officers or directors of the corporation.

Section 3(a)-(e) revised by membership February 20, 1996.

Section 3(e) revised by membership January 17, 1997.

Section 3. Fees. The Board of Directors shall have authority to increase or decrease the membership fees and dues described in this By-Law through a properly adopted rule change.

- a. Application Fees.
 - 1. Membership Application Fee. Excluding existing lifetime members, all existing active members prior to 1996 and all new active membership applicants shall be required to pay a one time application fee. Existing active members shall be required to pay the application fee at the time of renewal of their membership. All new active membership applicants shall be required to pay the application fee at the time of submission of the membership application.

For the calendar year 1996, all existing active members, other than lifetime members, shall be required to pay, by May 1, 1996, an amount equal to the application fee less the active members previously paid 1996 membership dues by May 1, 1996.

b. Maintenance Fees.

1. Active Membership Maintenance Fee. All active members, both annual and lifetime, shall be required to pay an annual maintenance fee, except that no member or applicant shall be required to pay the maintenance fee for the membership year in which a member or applicant pays the one time application fee.

c. Non-Active Memberships.

1. Associate Memberships. Any individual or organization may apply for an associate membership in accordance with the provisions of Article II, Section 2.b. Dues for an Associate Membership shall be set by the Board of Directors. No maintenance fee shall be assessed against associate members.
2. Honorary Memberships. Honorary memberships may be bestowed on individuals or organizations in accordance with the provisions of Article II., Section 2.c. No dues shall be assessed against honorary member. No maintenance fee shall be assessed against honorary members.
3. Junior Memberships. Any individual under the age of 21 may apply for a junior membership in accordance with the provision of Article II., Section 2.d. Dues for a junior membership shall be set by the Board of Directors. No maintenance fee shall be assessed against junior members.

d. Limitations on Issuance of Lifetime Memberships. All existing lifetime members as of February 20, 1996 shall retain that status. However, no new lifetime membership applications will be accepted or new lifetime memberships issued by the corporation after February 20, 1996. All lifetime members shall be required to pay the annual maintenance fee as required by Section 3.b.

e. Financial Obligations to the Corporation. Maintenance fees and annual dues are due and payable on January 1 of each year. Fees for other services to be rendered by the corporation, including the registration of animals, are due and payable at

the time service is requested. The Treasurer of the corporation, with the approval of the Executive Committee, may deny privileges or suspend the status of any member or non-member for failure to pay when due any obligation owed to the corporation or its subsidiaries or agents or for rendering in payment an insufficient funds check for any services, fees or other charges imposed upon the person or entity by the corporation, its subsidiaries or agents. Fifteen (15) days before such proposed denial or suspension is to take effect, a written notice of the amount due, the nature of the charge and intent to suspend or deny privileges shall be mailed to such member or non-member. The member or non-member may appeal the suspension or denial of privileges to the Board of Directors pursuant to the procedure set forth in the Braunvieh Association of America's Rules and By-Laws. If an appeal of the suspension or denial of privileges is taken to the Board of Directors, the Executive Committee shall decide as soon as practicable whether the suspension or denial will be in full force and effect during the pendency of the appeal. The corporation may publish the name of any member or non-member whose privileges have been suspended or denied under this provision. Any suspension or denial of privileges under this section shall terminate upon payment by the member or non-member of the amount owed to the corporation.

Section 4. Meetings. An annual meeting of the members of the corporation for purposes of election of directors and conducting the business of the corporation shall be held during the first quarter of each year, at such specific time and place within Lincoln, Nebraska or such other place as shall be designated by the Board of Directors. Special meetings of the members of the corporation may be called by the President or by a majority of the Board of Directors, or by any group of active members having a majority of votes entitled to be cast at such meeting. Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting, either personally or by mail. If mailed, such notice may be included within any regular publication mailed to the members and shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If the corporation holds regular weekly meetings, such notice shall be deemed to be delivered by announcement of such notice at not less than two consecutive regular meetings. In addition to the annual meetings and any special meetings that may be called, the membership may provide by resolution the time and place of additional regular meetings, and no notice of such additional meetings other than such resolution shall be required. An active member may vote in person or by mail to the extent provided in subparagraph a. Standard parliamentary procedure will be followed at all meetings of the membership.

- a. Mail Ballots. Active members may vote for proposed amendments to the By-laws

and Rules, and for nominees to a position on the Board of Directors in person or by mail ballot. At least 30 days prior to any membership meeting at which an amendment to a By-law or Rule or nominee for a position on the Board of Directors will be voted upon by the membership, a Mail Ballot shall be mailed to every active member of the corporation with the words "yes" and "no" printed underneath each By-law or Rule amendment and a list of nominees and space for write-in candidates for each position on the Board of Directors. A Mail Ballot will only be valid if it is signed by the member. A Mail Ballot shall include instructions for filling out and returning the Mail Ballot to the corporation's office. All Mail Ballots must be received in the BAA office no less than ten days prior to the date of the membership meeting. Mail Ballots will not be opened until the day prior to the membership meeting.

Each active member of the corporation is entitled to one vote. No member may vote in person and by Mail Ballot in the same election. For the purposes of these By-laws, an active member voting by mail ballot is deemed to be present at the meeting.

Section 5. A quorum for any membership meeting shall consist of the active members in good standing present. The vote of a majority of the active members present at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. Only active members who are in good standing shall be entitled to vote at any meeting

ARTICLE III. BOARD OF DIRECTORS.

Section 1. General Powers. The property, business and affairs of the corporation, including the Braunvieh Association of America Herdbook, shall be managed and controlled by its Board of Directors. The Board of Directors shall have the power and authority to promulgate rules and procedures not inconsistent with these By-Laws relating to any aspect of the corporation's activities, specifically including but not limited to the development of Braunvieh cattle and evaluation of breed performance and genetic factors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be twelve (12). Successors to the class of directors whose terms are due to expire shall be elected by a majority of the active members present at the annual meeting of members and shall hold office for a term of three years or until their successors shall have been duly elected and qualified. All of the officers of the corporation shall also be directors, and past presidents shall be directors for at least one year succeeding their terms as president. All past presidents shall then become non-voting honorary directors for life. No director shall serve more than two full consecutive

terms. A director who has served two full consecutive terms shall again be eligible for re-election or reappointment to the Board of Directors after one election's absence from the Board of Directors.

Section 3. Nomination. The President shall appoint a Nominating Committee who shall select a list of candidates for election to vacancies on the Board of Directors. The Board of Directors shall be nominated as follows:

- a. At least 90 days prior to the annual meetings of members, the Nominating Committee shall nominate one or more persons to fill existing or upcoming vacancies on the Board of Directors.
- b. In addition to those nominees selected by the Nominating Committee, nominations at large from the membership may be submitted to the BAA office at least 60 days prior to the BAA Annual Meeting. Nominations at large must be submitted on applications obtained from the BAA office and must contain the signature of the nominee and be signed by two percent of the BAA Active Members. For the purposes of calculating the number of signatures required to equal two percent of the BAA Active Members, the number of signatures required shall be two percent of the active members as of January 1 of the applicable calendar year in which the nomination is sought.
- c. Prior to sending out the Notice of Annual Meeting, all nominees will be contacted by the BAA office to confirm that they are available for election and to request a brief resume that will be sent out to the membership with the Notice of Annual Meeting.
- d. The nominees for election to the Board of Directors shall be set forth in the Notice of Annual Meeting of the members.

Section 4. Vacancies. If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled for the unexpired term by the remaining members of the Board of Directors at any meeting thereof. In case of a vacancy in the Board, the remaining directors shall continue to act but if at any time the number of directors then in office shall be reduced to less than a majority of the number necessary to constitute a full board, the remaining directors, though less than a quorum, shall call a special meeting for the purpose of filling the vacancies in the Board.

Section 5. Removal. Any director may be removed by a majority vote of the active members present at an annual, regular or special meeting of the members, or by a four-fifths vote

of the entire Board of Directors at any annual, regular or special meeting.

Section 6. Meetings. A regular meeting of the Board of Directors shall be held each year at the same place and immediately following the annual meeting of the members. No further notice of said meeting other than this By-Law need be given. In addition, another regular meeting of the Board of Directors shall be held each year at a time and place established by resolution of the Board, which meeting shall occur approximately six months prior to the next annual membership meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Standard parliamentary procedure will be followed at all meetings of the Board of Directors.

Section 7. Notice. Written or oral notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto. If mailed, such notice shall be deemed to be delivered one day after being deposited in the United States mail in a sealed envelope addressed to each director at his or her address as shown by the records of the corporation with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 8. Quorum. A majority of the Board of directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting 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.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services as a director of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of 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, shall be signed by all directors.

Section 12. Indemnification of Directors, Employees, Agents, and Officers. To the extent authorized by and consistent with Nebraska Revised Statutes sections 21-1996 through 21-19,104 and the best interests of the corporation, the corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of action taken on behalf of the Braunvieh Association of America.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, an Executive Vice President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, A Treasurer, President Elect and such other officers and assistant officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice-President.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one year or until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time by a four-fifths vote of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in an office which has been filled by election of the membership or by appointment of the Board of Directors because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the membership and of the Board of Directors and of the Executive Committee. He or she may sign, with the Secretary or any other proper officer of the corporation there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws, or by statute, to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or the executive Committee from time to time. The President shall also be a director of the corporation.

Section 6. Executive Vice President. The Executive Vice President shall be the principal operating officer of the corporation and shall manage and administer the business affairs of the corporation in accordance with policy directives from the Board of Directors or the President. He or she shall hire and discharge all employees of the corporation. He or she shall act as the authorized representative of the Board of Directors in conducting the business of the corporation; and he or she shall perform such other duties as may be prescribed by the Board of Directors or by the President or by the Executive Committee.

Section 7. Vice President. In absence of the President or in the event of his or her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors or by the Executive Committee. Any Vice President shall also be a director of the corporation.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and in general perform all of the duties as from time to time may be assigned to him or her by the President or by the Board of Directors or by the Executive Committee. The Treasurer shall also be a director of the corporation.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board

of Directors, the Executive Committee and the membership in one or more books provided for that purpose; see that all notices are duly given in accordance of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors or by the Executive Committee. The Secretary shall also be a director of the corporation.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President or by the Board of directors or by the Executive Committee. Any Assistant Treasurer or Assistant Secretary shall also be a director of the corporation.

Section 11. Division of Authority. The Board of Directors may from time to time delegate some or all of the functions, duties, powers and responsibilities of any officer to any other officer or to any other agent or employee of the corporation or other responsible person, provided that in event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power or responsibility.

Section 12. President-Elect. The President-Elect shall have the purpose of filling the following years presidency. He or she can hold any other office, including the current presidency.

ARTICLE V. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Executive Vice President, Treasurer and two other directors, with the President as chairman. Except as restricted by law, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation between meetings of the Board of Directors. It shall have power to interpret all Rules and By-Laws and shall perform such other duties as are assigned to it by the Board of Directors. The Executive Committee, through its chairman, shall report verbally or in writing to each meeting of the Board of Directors, and annually to the annual membership meeting.

Section 2. Standing Committees. The corporation shall have the following standing committees appointed by the President, and in addition, such other committees as the President may appoint from time to time. Each committee shall consist of a Chairman and as many members as shall be considered necessary by the President. Each committee, through the Chairman, shall report verbally or in writing to each meeting of the Board of Directors, and annually to the annual membership meeting:

- a. Performance Committee. It shall be the duty of the Performance Committee to encourage, promote and evaluate breed performance testing.
- b. Finance Committee. The Treasurer and Executive Vice President shall be members of the Finance Committee. The treasurer shall be the Chairman of this committee. Its purpose shall be to prepare a budget and submit it to the Board of Directors for their approval. It shall make recommendations to the Board of Directors for the investment of available funds.
- c. Planning Committee. This committee shall consist of the President, Vice President, Executive Vice President, who shall act as Chairman, and three (3) other active members selected by the Executive Vice President. It shall serve as an advisory committee for long term planning for the corporation.
- d. Promotion Committee. This committee shall make recommendations concerning the advertising and promotion of Braunvieh and to ensure the proper image at sales and in breed publication.
- e. Breeders Guidelines Committee. This committee shall review and recommend to the Board of Directors policies, procedures and printed materials for use by the corporation concerning relationships among breeders and the corporation as a whole.
- f. Registrations and Transfers Committee. This committee shall develop and recommend to the Board of Directors procedures, rules, policies, educational efforts and promotional material designed to result in the orderly and efficient processing of registrations and transfers.
- g. Animal Health Committee. This committee is responsible for monitoring developments and problems related to animal health. It shall make recommendations to the Board of Directors concerning educational activities on behalf of the corporation and/or for referral to the membership.

- h. Import-Export Committee. It shall be the duty of this committee to explore and pursue all possibilities for free movement of genetically superior Braunvieh seedstock.
- I. Exhibition Committee. This committee shall make recommendations pertaining to live animal and carcass display.
- j. State Association Committee. This committee shall be responsible for liaison and recommendations to the Board of Directors concerning cooperative advertising, promotional programs, and other projects and activities that support the Braunvieh breed as well as state and national organizations.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The Board of Directors may employ or retain agents or employees, and may authorize any officer or officers, agent or agents or employee or employees of the corporation, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII. BOOKS AND RECORDS.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR.

The fiscal year of the corporation shall be established by resolution of the Board of Directors.

ARTICLE IX. SEAL.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE X. WAIVER OF NOTICE.

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS TO BY-LAWS AND RULES

Section 1. Rules. Rules established by the Board of Directors or any committee may be altered, amended or repealed and any new rules may be adopted by a two-thirds majority vote of the Board members present at any regular or specially called meeting of the Board of Directors.

The membership may, at any time, submit proposed alterations, amendments, repeals, or new rules to the Board of Directors for consideration by the Board. Alternatively, the membership may directly petition for a membership vote on any rule alteration, amendment, repeal or adoption by the following procedure:

- a. Any request to alter, amend, repeal or adopt a new rule must be presented to the BAA office at least 90 days prior to the BAA Annual Meeting. The request must set forth the proposed alteration, amendment, repeal or new rule and be signed by two percent of the BAA Active Members. For the purposes of calculating the number of signatures required to equal two percent of the BAA Active Members, the number of signatures required shall be two percent of the active members as of January 1 of the applicable calendar year in which the request is made.
- b. Upon the timely receipt of a request to alter, amend, repeal or adopt a new rule as described in subparagraph a., the BAA shall include the proposed alteration, amendment, repeal or new rule in the Notice of Annual Meeting.
- c. Any requested alteration, amendment, repeal or adoption of a new rule as described in subparagraph a., shall be adopted upon a two-thirds majority vote of the active members voting at the Annual Meeting at which the requested alteration, amendment, repeal or adoption is considered.

Section 2. By-Laws. By-Laws may be altered, amended, repealed, or new by-laws may be adopted in the following manner:

- a. Any request to alter, amend, repeal or adopt a new By-Law must be presented to the BAA office at least 90 days prior to the BAA Annual Meeting. The request must set forth the proposed alteration, amendment, repeal or new By-Law and be signed by two percent of the BAA Active Members. For the purposes of calculating the number of signatures required to equal two percent of the BAA Active Members, the number of signatures required shall be two percent of the active members as of January 1 of the applicable calendar year in which the request is made.
- b. Upon the timely receipt of a request to alter, amend, repeal or adopt a new By-Law as described in subparagraph a., the BAA shall include the proposed alteration, amendment, repeal or new By-Law in the Notice of Annual Meeting.
- c. Any requested alteration, amendment, repeal or adoption of a new By-Law as described in subparagraph a., shall be adopted upon a two-thirds majority vote of

the active members voting at the Annual Meeting at which the requested alteration, amendment, repeal or adoption is considered.

ARTICLE XII. GENETIC ABNORMALITIES.

A. The BAA office shall receive, keep on file and monitor information which might affect a breeding animal's use or value in a manner defined by the Board of Directors. The BAA Board of Directors shall determine those deleterious genetic factors that are considered undesirable. The Board shall formulate a system of classification of animals based on specified procedures.

B. The Association, without it or any of its officers or members becoming liable in damages thereof, may release or publish in the National Braunvieh Sire Summary and/or any other official BAA publication such information as it pertains to any Braunvieh animal or animals.

ARTICLE XIII. HARDSHIP CASES.

In cases where a member establishes to the Board of Directors' satisfaction that enforcement of an existing rule or policy would cause a hardship, the member may petition the Board of Directors' in writing to waive the rule or policy in a specific instance. The Board of Directors may, in their sole discretion, grant such relief as the Board of Directors determines is fair and just and may impose such terms, conditions, and fees as the Board of Directors sees fit. Any action taken by the Board of Directors under this Article shall require a roll call vote.

ARTICLE XIV. HEARINGS and PROCEDURES

A. General Privileges and Responsibilities of Members and Nonmembers: While in active status, all members shall have equal rights, interests and responsibilities with respect to the corporation and its property and shall obey and be bound by all By-laws, rules and regulations of the corporation and decisions or action of the Board of Directors or Executive Committee.

1. Individuals or entities who are owners of animals registered with the Braunvieh Association of America and who choose to do business with the corporation by submitting applications for registration, membership, requests for transfer or conduct other business with the corporation or its members do hereby agree to be bound by all By-laws, rules and regulations of the corporation and decisions and actions of the Board of Directors and Executive Committee.
2. Although the right or privilege of a member or nonmember to seek judicial

review of previous corporation decisions or actions is recognized, that member, by joining the corporation, or nonmember, by purchasing animals registered with the corporation, submitting applications for membership, registration or transfer, or conducting other business with the corporation does thereby agree, if unsuccessful in the attempt to overturn the corporation's, Board of Directors,' or Executive Committee's decisions, actions, rules or By-laws, to reimburse the corporation for its reasonable attorneys fees, court costs, and other expenses in defense of such suit.

- B. Jurisdiction. Every applicant for membership and every member shall be confined in any action at law or in equity against this corporation to the jurisdiction of the courts, federal or state, within which the principal place of business of the corporation is situated, that being Lincoln, Lancaster County, Nebraska.
- C. Expulsion and Censure of Members. Any member of this corporation who violates the By-laws or Rules and regulations of the corporation, or who shall deceive or wrong the corporation, or any member whose practices in the breeding of cattle are such as to impair the reliability of the records of the corporation shall be censured, suspended, or expelled by the Executive Committee, after notice and a hearing as hereinafter provided. Persons whose memberships have been declared forfeited and canceled, and who are at the time owners of registered cattle may, at the discretion of the Board of Directors, be permitted to transfer the cattle then standing in their names on the records of the corporation, or to register and transfer the progeny of such cattle, within six (6) months after the date of the cancellation of their memberships and the forfeiture of their rights in the corporation.

Any member holding or managing a public sale of Braunvieh cattle or consigning animals to or purchasing animals at such sale who willfully engages in any fraudulent or unethical practice in connection with such sale may be censured, suspended or expelled by the Executive Committee after notice and a hearing as hereinafter provided.

- D. Charges Against Members. Upon the submission of written information to the President, Vice-President or other officer of the corporation indicating that a member has acted in violation of the Rules or By-laws of the corporation, the President may cause the same to be investigated. If the President, with the written concurrence of any two members of the Executive Committee, deems that the best interests of the corporation require it, any and all rights and privileges of the member so charged may be limited or suspended for a period of time which shall not exceed three (3) months during the pendency of any investigation. The President, with the concurrence of the Executive Committee, shall appoint one or more persons to investigate the allegations and report their findings back

to the Executive Committee.

Whenever, as a result of the investigation, the persons appointed to perform the investigation deem that the best interests of the corporation require it, written charges shall be filed with the Executive Committee against the member based upon the information gathered in the investigation. Upon such filing, the right of the member to transfer animals on the records of the corporation may be suspended by the Executive Committee pending the decision of the Executive Committee after hearing.

Upon the filing of written charges with the Executive Committee by the investigator(s), the President shall cause a copy of such charges, together with a written notice of the time and place of the hearing thereof before the Executive Committee, to be served upon said member by certified mail addressed to him or her at his or her last-known address as shown by the records of the corporation. The notice of hearing must be mailed as described above at least thirty (30) days prior to the hearing. The notice shall contain a statement of the purpose and scope of the hearing and of the action which the Executive Committee has the power to take with respect to the member's membership in the corporation. The notice shall further advise the member that he or she may appear at the hearing in person or by counsel and produce witnesses, affidavits and documentary or other evidence in his or her behalf.

In all matters referred to in this section, and in the conduct of any hearing, three (3) members of the Executive Committee shall be sufficient to constitute a quorum thereof.

- E. Hearings. At the hearing upon charges brought against a member under any provision of these By-laws, both the *person* making the charge and the member against whom the charges have been made shall have the right to be heard in person and by counsel and to produce whatever witnesses, affidavits, documentary or other evidence he *or she* may desire to produce. Oral testimony shall be recorded. At the close of said hearing or as soon thereafter as may be reasonably possible, the Executive Committee shall make its findings as to the truth or falsity of such charges and shall render its decision thereon, either censuring, suspending, expelling or placing on probation said member, or dismissing the charges, and, upon dismissal of the charges restoring the member to the privileges of membership in the corporation if he had been suspended from membership pending the hearing upon such charges.
- F. Appeal. Decisions of the Executive Committee upon hearings shall be subject to an appeal to the Board of Directors by either party or by any two (2) members of the Board of Directors. However, unless the member against whom the charges were brought or the person making the charges or two (2) members of the Board of Directors shall, within

fifteen (15) days after written notice of the decision of the Executive Committee, file with the President a *written* notice of appeal, the decision of the Executive Committee shall stand as the decision of the Board of Directors and the corporation. If an appeal is taken from the decision of the Executive Committee, its decision shall remain in force until reversed or modified by the Board of Directors.

1. If an appeal is taken to the Board of Directors, the Executive Committee shall transmit to such Board the evidence presented to the Executive Committee and the proceedings had before it, together with its decision thereon. The Board of Directors shall review the proceedings had before the Executive Committee, and the hearing upon said appeal and the decision of the Board of Directors shall be based upon the evidence and proceedings taken before the Executive Committee. At the close of the hearing before the Board of Directors, or as soon thereafter as may be reasonably possible, the Board shall render such decision upon said charges as right and justice require, either affirming, reversing or modifying the decision of the Executive Committee with discretionary power in the Board to make the penalty imposed upon the member either more severe or less severe or ordering a rehearing of the charges, and shall file its decision with the President of the corporation and shall give notice thereof to the member involved and to the party bringing the charges.
- G. Notice of Action Taken. When a member has been denied privileges of the corporation or has been censured, suspended, or expelled from membership, written notice thereof shall be forwarded by certified mail to the last-known address of the member and a copy thereof filed with the President of the corporation.
- H. Liability for Action. Neither the Board of Directors, the Executive Committee, or the persons engaged to investigate charges shall become liable for the decisions rendered, put into effect or for any action taken pertaining to the same.
- I. Charges Against Nonmembers. Any person, firm, corporation or association who is not a member of this corporation, and who makes application for the registry or transfer of an animal, or who avails himself of any of the privileges of the corporation, shall be deemed to have thereby subjected himself to the By-laws and Rules of the corporation to the same extent as the corporation's members are subject thereto, including (but without limitation) those provisions concerning the bringing of charges, the hearing of charges, the decision of the Executive Committee upon charges brought, and the appeal therefrom to the Board of Directors. In the case of charges brought against nonmembers, the procedures, processes and rules described in Article XIV shall apply to nonmembers in the same manner as applied to members.

ARTICLE XV. LIMITATION OF LIABILITY OF THE CORPORATION.

The corporation, its Board of Directors, Executive Committee, officers, members of committees, employees and agents shall not be liable in any way, whether by damages or otherwise, for the issuance of any certificate of registration, for the transfer of a certificate of registration, for the refusal to issue any certificate of registration or for the refusal to transfer any certificate of registration, for the cancellation of any certificate of registration or for the cancellation of any transfer of a registration certificate, for the refusal to approve an application for membership in the corporation, for any disciplinary proceedings brought against or penalties imposed on any member or other person or for any other activity engaged in by or on behalf of the corporation, so long as the corporation, its Board of Directors, Executive Committee, officers, members of committees, employees or agents were acting in good faith and in a manner in which they reasonably believed was in the best interests of the corporation.