

**BYLAWS OF THE
TEXAS LIMOUSIN ASSOCIATION**
Revised and effective January 1, 2010

Article 1. Purpose

Section 1.1. This Association is a non-profit corporation organized to promote the Limousin breed of cattle and its members. It shall strive to improve the breeding and production of existing cattle herds and to implement the programs and purposes of the North America Limousin Foundation.

Section 1.2. This corporation will conduct an active promotion and publicity campaign to inform the cattle industry of the benefits and advantages of the Limousin breed. It will perform and promote marketing and development services to this end.

Article 2. Offices

Section 2.1. The principle office of the corporation shall be located within the state of Texas. The location as determined by the Board of Directors or as the affairs of the corporation may require. The present office address is P.O. Box 880, Krum, Texas 76249.

Section 2.2. The corporation shall maintain in the state of Texas a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principle office. The address of the registered office may be changed from time to time by the Board of Directors.

Article 3. Members

Section 3.1. Any reputable breeder or owner of cattle who has an interest in the furtherance of the Limousin breed may, upon written application on forms provided by the corporation, become a member of this corporation upon approval of his application by the Board of Directors and upon payment of such membership fees and/or dues as may be established from time to time by the Board of Directors. A corporation or partnership may become a member with all the rights and subject to all the duties of an individual member.

Section 3.2. The corporation shall have such classes of members with such qualifications and rights as the Board of Directors, by appropriate resolution, may determine.

Section 3.3. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.4. The Board of Directors, by affirmative vote of the majority, may suspend or expel a member for cause after an appropriate hearing. Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the

member so resigning of any obligation therefore incurred and unpaid or otherwise unfulfilled.

Section 3.5. Membership in this corporation is not transferable or assignable.

Article 4. Meetings of Members

Section 4.1. An annual meeting shall be held in the first quarter of each year. The meeting is to report to the members the state of the corporation and for the transaction of such business as the Board of Directors or other members shall present to the meeting.

Section 4.2. Special meetings of the members may be called by the Board of Directors, or not less than one-fourth of the members having voting rights.

Section 4.3. The Board of Directors may designate any place, either within or without the state of Texas, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors.

Section 4.4. Written notice stating the place and time of any meeting of members shall be mailed to each member entitled to vote at such meeting not less than (10) days before the date of such meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. A notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the members at his address as it appears on the records of the corporation.

Section 4.5. A majority of the members present at any properly called meeting shall constitute a quorum at such meeting.

Section 4.6. At any meeting a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Article 5. Board of Directors

Section 5.1. The affairs of the corporation shall be managed by its Board of Directors, subject only to applicable law and articles of incorporation of the corporation. All Corporate powers shall be exercised by or under the authority of the Board of Directors. Without limitation upon such general power, the Board shall have the power:

First: To elect and remove at pleasure any of the officers, agents and employees of the corporation, prescribe such duties for them as may not be inconsistent with the law and these bylaws, fix the term of their offices and their compensation, and, in its discretion, require from them security for faithful service.

Second: To appoint such committees and delegate to the same, any of the powers and authority of the Board except to adopt, amend, or repeal these bylaws.

Third: To disburse the principal or the income of the property of the corporation to beneficiaries for charitable, scientific or educational purposes, generally to conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore, including amendment of these bylaws, not inconsistent with

Fourth: Generally to do and perform any act whatsoever that may pertain to the office of a director or to a Board of Directors of a non-profit corporation.

Section 5.2. The Board of Directors shall consist of one (1) Director from each of the five (5) regions of the state, (3) three at large directors and the President ex-officio for a total of nine (9) voting Directors. There shall be no more than two directors from any state region. The eight (8) directors shall be elected at the annual meeting of the corporation. A duly elected director shall hold the office for three (3) years and can be elected for a second term of three (3) years. The state regions shall be determined by the board in making sure each area of the state is as possible equally represented.

Section 5.3. No person shall be elected a Director unless he shall be a member of the corporation in good standing for the year in which he is elected. A member in good standing having served two (2) terms, six (6) years, as director may serve again after a three (3) year period has passed. The term of office of any Director shall automatically terminate upon the termination at any time of his membership in the corporation.

Section 5.4. A regular annual meeting of the Board shall be held without other notice than this bylaw, immediately after and at the same place as, the annual meeting of the members. The Board may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.5. Special Meetings of the Board may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them; provided, however, that a special meeting called by fewer than eight (8) of the Directors shall be held at the principal office of the corporation, and the purpose of such meeting shall be specified in the notice thereof.

Section 5.6. Notice of any special meeting of the Board shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States Mail. Any Director may waive notice of any meeting.

Section 5.7. 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 is present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Section 5.8. 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, unless the act of a greater number is required by law or by these bylaws.

Section 5.9. Any vacancies occurring in the Board shall be filled by a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall serve until the next annual meeting of the members.

Section 5.10. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board.

Article 6. Officers

Section 6.1. The officers of the corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary, each of whom shall be a member of the Board of Directors, and such other offices as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other offices as it shall deem desirable, such offices to have the authority and perform the duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.2. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for one (1) year or until his successor shall have been duly elected, unless sooner removed by action of the Board.

Section 6.3. The President shall be principle executive officer of the corporation and shall in general supervise and control all of the business and the affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds , mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office or principal executive officer, and such other duties as may be prescribed by the Board from time to time.

Section 6.4. In the absence of the President or in event of his inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

Section 6.5. The Secretary shall keep the minutes of the meetings of the members and of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and keep a register of

the mailing address of each member. In general perform all duties incident to the office of the Secretary and other duties that may be assigned by the President or by the Board.

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Section 6.6. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation; and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected by the Board. In general perform all duties incident to the office of Treasurer and other duties that may be assigned by the President or by the Board.

Section 6.7. No officer, agent, or representative of the corporation shall have any authority to incur any obligation on behalf of the corporation, or dispose of any of the funds or assets of the corporation, except when duly authorized by the Board of Directors.

Article 7. Books and Records

Section 7.1. The corporation shall keep at the office of record correct and complete books and records of account, minutes of the proceedings of its members and Board of Directors, and a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

Article 8. Fiscal Year

Section 8.1. The accounting and fiscal year of the corporation is the calendar year, January 1 thru December 31 of each year.

Article 9. Dues

Section 9.1. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of class.
Section 9.2. Dues shall be payable, in advance, on or before the first day of January in each year. Dues shall not be prorated for any partial year.

Section 9.3. When any member shall be default in payment of dues for a period of three months from the beginning of the year, his membership shall thereupon automatically terminate.

Article 10. Receipt and Disbursement of Funds

Section 10.1. The corporation shall receive all moneys and / or other property distributed to it for charitable purposes which are in accordance with the provisions of its articles of incorporation and of these bylaws, and as determined by the Board of Directors. However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of

such money or property is contrary to the public interest or that of the corporation or is undesirable for any other reason.

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Section 10.2. Except as provided in Section 10.3., no funds or property of the corporation shall be disbursed unless an adequate and full consideration is received therefore.

Section 10.3. In the event of dissolution of the corporation, the assets of the corporation, after payment of legitimate expenses and liabilities, shall be distributed to organizations which have qualified under Section 501 © (3) of the Internal Revenue Code of 1054, or comparable sections of any future Internal Revenue Laws.

Article 11. Waiver of Notice

Section 11.1. Whenever any notice is required to be given by law, or under the provisions of the articles of incorporation or by the bylaws 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 12. Amendments

Section 12.1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting, or at any special meeting if at least three (3) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such special meeting.