

**BY-LAWS OF THE
AMERICAN SHORTHORN ASSOCIATION**

ARTICLE I

AIMS AND OBJECTIVES

The American Shorthorn Association (referred to herein as the “Association”) has as its primary objectives the development, registration and promotion of the Shorthorn breed of cattle in the United States of America. Without in any way limiting the objects as set forth in the restated Articles of Incorporation of the Association, the Association shall do all things reasonable and necessary to accomplish its objectives.

The Association shall be open to all persons who qualify for membership as specified in the restated Articles of Incorporation and Bylaws.

The Association shall be a non-profit corporation which is not organized for any business purpose of pecuniary gain or profit.

ARTICLE II

MEMBERSHIP

Section 1: Membership in the American Shorthorn Association shall be open to all persons of good character, who are careful and reliable breeders of Shorthorn cattle, or who are in a business closely allied with the Shorthorn cattle industry, or who are in any way interested in Shorthorn cattle.

Section 2: The following classifications of membership shall exist:

(a) Active Members. Active members are defined as individuals 21 years of age or older, a firm (farm, ranch or other enterprises), partnership or corporation, who have recorded pedigrees or transfers of Shorthorn cattle at any time during the two previous years.

(b) Inactive Members. Inactive members are defined as individuals 21 years of age or older who have not recorded pedigrees or transfers of Shorthorn cattle within the previous two years.

(c) Junior Members. Junior members are defined as individuals less than 21 years of age who otherwise qualify for membership.

(d) Rights of membership. Members are entitled to register and transfer cattle at member rates. Members also have a voice in the selection of delegates for the national annual meeting of the American Shorthorn Association.

Section 3: Inactive and Junior Members shall have all of the rights and privileges of

Active Members, provided, however, that Inactive and Junior Members shall not have any right to vote for delegates nor shall they be eligible to serve as delegates, directors or officers of the corporation.

Section 4: Applications for membership shall be made in conformance with the rules and regulations of the Association. All memberships are non-transferable, except as provided in the articles of incorporation/ rules and regulations relating to the death of a member.

Section 5: The fee for all classes of membership shall be that fee established from time to time by the Board of Directors. Such fee may vary according to classes of membership, but shall be uniform within each class. Each member must pay, within the time and on the conditions set by the Board of Directors, the fees for membership.

Section 6: Members in Good Standing. Members who have paid the required fees in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 7: Termination/Suspension of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- (c) The member's failure to pay dues, fees, or assessments as set by the Board of Directors within 60 days after they are due and payable are then considered not in good standing and not eligible for members privileges
- (d) Termination or suspension of membership under Section 8 of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 8: Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under Section 7 of these Bylaws, the following procedure shall be followed:

- (a) The Board of Directors shall give the member at least 30 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or individual authorized by the Board of Directors to determine whether the suspension or termination should occur.

(c) The Board of Directors, committee, or individual shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors, committee or individual shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE III

ELECTION OF DELEGATES

Section 1: Each year the Association shall elect Delegates from its members, who shall represent the members in the conduct of the affairs of the Association during the term for which the Delegate shall be elected.

Section 2: The right of members to vote for a Delegate shall be limited to active members, who can vote only once for each Delegate allotted to the member's district.

Section 3: The voting for election of delegates shall be by districts comprised of states or groups of states established by the Board of Directors. A member shall be considered a breeder of the state where the individual resides, or at the business address of record. If a member is a corporation the business address shall be determined by the records of such corporation. Members either outside the United States or in the District of Columbia shall be attached to such state or districts as may be designated by the Board of Directors.

Section 4: Based on the comparative number of members, the Board of Directors may combine states for the purpose of establishing districts for the purpose of electing delegates. At the request of the majority of the active members in any state, the Board of Directors may establish that state as a district. Such determination shall be final, provided, however, that all states or districts shall be approximately equal in overall membership.

Section 5: The Board of Directors shall determine the number of delegates to be elected and apportion such number among the states or districts in approximately the same proportion as the membership of such state or district bears to the total membership of active members of the Association.

Section 6: The term of each delegate shall be one year commencing on October 1st of each year and continuing until the respective successor delegates shall be elected and qualify.

Section 7: Voting for the election of delegates shall occur during the month of August of each year. The appropriate officers of the corporation shall deliver to each active member a ballot for the election of delegates on or about August 1st of each year. Such ballots shall contain a blank space for each delegate to be elected for the particular state or district and shall be accompanied by a brief summary of this provision of the Bylaws and a description of the district from which the delegates shall be elected.

- a) All ballots for the election of delegates must be received at the offices of the Association on or before noon of September 1st of such year or if September is a Sunday or legal holiday, then on or before noon of the next regular business day thereafter.
- b) Those active members, in the number determined for each state or district, who receive the highest number of votes, shall be declared elected as the delegates from such district. The member who receives the most votes from a state or district will be declared Chairman of the district's delegation. The canvas of the ballots cast shall be conducted by the officers of the corporation under the direction of the Board of Directors.
- c) The delegates elected shall be notified of their election at least 60 sixty days prior to the Annual Meeting for such year.

Section 8: At any meeting of the Association, the votes cast by delegates from such state or district shall equal the number of active members in such district as shown by the records of the Association on June 30th of such year. The votes to be cast by the delegates representing a particular state or district shall be divided equally among the delegates present from that district.

Section 9: At any meeting of the Association, if no delegate is present from a particular state or district, then the proxy or proxies named by the delegate or delegates elected from that district shall cast the vote which the delegate or delegates would be entitled to cast if present. Any proxy or proxies shall be named in writing and submitted to the Executive Secretary prior to the meeting commencement thereof. Any proxy or proxies must be active members of the Association and qualify as a member from the state or district which they purport to represent.

ARTICLE IV

MEETINGS OF THE ASSOCIATION

Section 1: The Association shall hold an annual meeting during each fiscal year of the corporation as the case may be at such time as may be determined by the Board of Directors. Meetings of the Association, whether regular or special, may be held at any place either within or without the State of Nebraska as shall be determined by the Board

of Directors. Unless elected by written ballot, Directors shall be elected at this meeting and subject to the requirements of these Bylaws. Any other proper business may be transacted at this meeting.

Section 2: Notice of the time and place of the annual meeting of the Association shall be given by the Board of Directors in the Association magazine (Shorthorn Country) at least sixty (60) days prior to said meeting. Said notice shall include notification of all provisions relating to the agenda for said meeting.

Section 3: The agenda for the annual meeting shall be prepared by the Board of Directors of the Association. Notice of the tentative agenda shall be published together with the notice of the annual meeting of the corporation. Said tentative agenda shall be subject to change until 30 days prior to the scheduled annual meeting at which time the agenda shall become final. Such final agenda shall be published prior to the annual meeting. Any member wishing to have an item placed on the agenda for the annual meeting of the Association shall submit such agenda item(s) to the Board of Directors of the Association prior to thirty (30) days in advance of the annual meeting of the Association. Any such agenda item submitted after said time shall be held over until the next subsequent annual or special meeting of the members of the Association.

Section 4: A quorum for the conduct of business of the members of the Association shall be 50% of the active members of the Association present through their elected delegates.

Section 5: All meetings of the Association shall be governed by the provisions of Robert's Rules of Order Newly Revised. The President of the Association shall preside over and conduct all meetings of the members.

Section 6: Special meetings of the membership of the Association may be called by the President, by at least four (4) of the members of the Board of Directors or by 1/20th of the Active Members of the Association. Notice of a special meeting of the membership shall be given thirty (30) days in advance thereof and shall specify the purpose of such special meeting. Only business relating to matters contained in the notice of meeting shall be transacted at such meeting. All other provisions of these By-laws relating to the conduct of the meetings of the Association not inconsistent herewith, shall apply to special meetings of the Association.

Section 7: Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the members unless the vote of a greater number is required by law or by the articles of incorporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1: The affairs of the corporation shall be managed by a Board of Directors consisting of nine (9) members elected by the delegates of the Active Members. Such

directors shall at all times during their tenures be Active Members of the Association and shall own registered Shorthorn cattle.

Section 2: The Board of Directors of the Association shall have at least the following powers and duties:

(a) To make, alter, amend or repeal By-Laws for the management of the affairs of the corporation not inconsistent with laws or the Articles of Incorporation of this Association.

(b) To adopt rules and regulations governing the conduct of the members.

(c) To create and establish programs for the advancement of the Shorthorn breed.

(d) To establish fees for membership classifications and for all services provided by the Association.

(e) Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation and these Bylaws, and fix their compensation.

Section 3: The Board of Directors shall consist of nine (9) members, each serving a term of three (3) years. Three (3) directors shall be elected at the annual meeting of the membership each year to serve for the ensuing three (3) year term. A director may serve any number of terms provided, however, that a director shall not be eligible to serve more than two (2) consecutive terms. Each director elected shall hold office until expiration of the term for which elected and until an eligible successor is elected

Section 4: Nominees Right to Solicit Votes. The Board of Directors shall establish procedures which allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy and a reasonable opportunity for the nominee to solicit votes.

Section 5: A vacancy on the Board of Directors caused by death, resignations or otherwise shall be filled by appointment by the Board of Directors. Any such director appointed to fill a vacant term shall serve until the next annual meeting of the Association at which time a member shall be chosen by the delegates to fill the remainder of such unexpired term.

Section 6: Any member wishing to seek election as a director should announce the intention to run for election no less than (30) thirty days prior to the annual meeting.

Section 7: An incumbent director, eligible for re-election, must announce the intention to run for re-election or not to run for re-election no less than thirty days (30) prior to the next annual meeting.

Section 8: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Association. At such annual meeting the directors shall elect the officers of the Association and transact such other business as may be appropriately before them.

Section 9: A special meeting of the Board of Directors of the Association may be held at any time. Special meetings shall be held on the call of the President or of any three (3) directors. Five (5) days prior written notice of the time and place of such special meeting shall be given by the Executive Secretary Treasurer to each director. Such notice shall include notice of the purpose of the special meeting. Notice of any meeting may be waived by any director. Notice shall be given, by first class mail deposited at least five days prior to meeting; fax and e-mail when acceptable, etc.

Section 10: A majority of the directors of the Association shall constitute a quorum for the transaction of business. Action taken by a majority of the directors present at any meeting shall constitute the action of the Board of Directors. In all matters acted upon by the Board of Directors, each director shall be presumed to have consented to such action unless such director either notes his abstention or dissent on the record of the minutes of the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 11: Action without a Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

Section 12: No director of the Association shall receive remuneration for their services as a director, provided, however, the expenses incurred by any director attending meetings of the Association shall be paid by the Association.

Section 13: Directors of the Association shall be prohibited from acting as judges of any shows to which the Association provides funds, premiums or any other type of financial assistance.

Section 14: The Association shall indemnify all directors and officers of the Association against all cost and expenses incurred by or imposed upon, in connection with or resulting from any action, suit or proceeding to which is or may be made a party by reason of being or having been a director or officer of the Association. Such indemnification shall include settlements made in amounts approved by the Board of Directors at such time settlement is affected, whether or not such person is a director or officer at the time such costs are incurred by or imposed upon them. Provided, however, this indemnification shall not apply where the party seeking indemnification shall be finally adjudged to be liable by reason of having been negligent or guilty of misconduct or otherwise derelict in the performance of their duty as director or officer of the Association. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

Section 15: The Board of Directors shall establish the following standing committees and such other ad hoc committees as shall be appropriate to the efficient administration of the business of the Association. Standing committees of the Association shall be as follows:

(a) Executive Committee: Shall consist of the President, Vice President and one member at large of the Board of Directors as well as the Executive Secretary. Member at large shall be selected by the President.

It shall be the responsibility of the Executive Committee to conduct the affairs of the Association between regularly scheduled meetings and to carry out the instructions of the Board of Directors.

This Executive Committee shall have the power to interpret all rules and by laws, and have such further power as shall be set forth in these By-Laws.

The Executive committee shall serve in the role of audit and finance committee.

This committee shall monitor the finances of the Association on a periodic basis, review income and expense reports monthly, prepare and submit to the Board of Directors for approval an annual operating budget and review proposed capital expenditures for recommendation to the Board of Directors.

The Executive Committee shall serve as the personnel committee.

The personnel committee shall be responsible for the employment of the Executive Secretary for the Association and all matters pertaining to the conditions of employment subject to Board approval.

(b) Standing Committees: The following standing committees shall be appointed annually by the Board of Directors. The standing committee shall make their recommendations to the Board of Directors and the membership at the annual meeting of the Association. The Vice-President of the Association shall be responsible for making recommendations to the Board of Directors of standing committee members.

Committees shall consist of a Chairperson, Vice Chairperson, and liason member of the Board of Directors.

The Chairman shall be responsible for organization of the agenda, presiding over the committee meeting, presenting the committee recommendations to the Board of Directors in writing and giving a report of the recommendations at the annual meeting.

Term shall be for a period of (2) two years unless removed by the Board or resignation in writing sent to the Vice-President of the Board.

The Vice Chairman will record committee minutes and take the place of the Chairperson when absent. Term shall be for a period of (2) two years unless removed by the Board or resignation in writing sent to the Vice-President of the Board.

The position of committee Chair shall be offered to the Vice-Chair first. In the event this position is not accepted the Vice-President may offer the position to anyone in general membership.

The Board members will be responsible for developing enactment strategies and in-depth analysis of material presented by the committees.

(1) Youth Activities, Leadership and Scholarship Committee

Charge:

- To provide direction, support and policy for the American Junior Shorthorn Association.
- To determine procedures to expand leadership skill training, scholastic rewards, citizenship, and breed participation among the junior membership.

(2) Senior Membership Show Committee

Charge:

- To bring innovative ideas to improve the value of show cattle.
- To increase membership and inspire breed loyalty.
- To develop innovative means of evaluating phenotypic and genotypic worth.
- To increase exhibitors and audience enjoyment of show events.

(3) Genetic Evaluation and Database Management Committee

Charge:

- To make recommendations concerning objectively measured traits of economic importance.
- To cooperate with other committees to develop educational materials to improve the understanding of Shorthorn genetic worth.
- To increase the value of Shorthorns through the measurement of indicator and direct economically important traits.
- To develop programs for the membership to increase genetic worth of Shorthorn genetics.

(4) Appendix Shorthorn and Shorthorn Derivative Cattle Committee

Charge:

- To promote the use, ancestral recording, and genetic evaluation of Shorthorn genetics in crossbreeding and composite breeding systems.
- To determine ways to increase the value of Shorthorn genetics when used in conjunction with other breeds.
- To provide direction on ways to expand the number of cattle containing Shorthorn genetics.

(5) Promotion and Breed Image Committee

Charge:

- To increase the value of Shorthorns, by suggesting innovative national, regional, and local advertisement.
- To increase awareness of Shorthorns among beef producers, meat retailers, and consumers.
- To develop business opportunities that will increase red meat sales of Shorthorn origin.

(6) Commercial Marketing Committee

Charge:

- To increase amount of Shorthorn genetics in the commercial cow/calf industry.
- To increase the value of Shorthorn genetics in the commercial cow/calf industry.
- Develop programs that will encourage the commercial cow/calf industry to utilize American Shorthorn Association services.

The President of the Board of Directors may appoint Ad Hoc committees that are necessary to the business of the Association.

All Committee recommendations must be approved by the Board of Directors.

ARTICLE VI

OFFICERS

Section 1: The officers of the Association shall consist of the President, the vice-President, and the Executive Secretary-Treasurer.

Section 2: The compensation of all officers shall be fixed by the Board of Directors prior to the rendition of such services. If the directors fail to fix compensation of an officer at the time of reelection, the compensation in effect prior to such election shall continue until the same shall be changed by the Board of Directors. All travel, expenses and other legitimate expenses of the officers when engaged in the business of the Association shall be paid by the Association.

Section 3: The officers of the Association shall be chosen annually by the Board of Directors at its annual meeting. Without prejudicing the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. All officers of the Association shall be precluded from acting as Shorthorn judges in any major or state show to which the Association provides funds or premiums.

Section 4: The President of the Association shall preside at all meetings of the members of the Association and of the Board of Directors and Executive Committee of which he is President. He shall carry on the business of the Association under the Articles of Incorporation, the By-Laws and the instructions of the Board of Directors

Section 5: The Vice-President of the Association shall perform the duties of the President in the event of the absence, disability or death of the President and until the Presidents successor shall have been chosen.

Section 6: The Executive Secretary-Treasurer of the corporation shall have the following duties:

(a) The Executive Secretary shall have general day to day charge of the affairs of the Association, subject to the control of the Articles of Incorporation, the By-Laws and the instruction of the Board of Directors.

(b) The Executive Secretary-Treasurer shall present a report on the condition of the Association and a survey of the Shorthorn industry at the annual members meeting. The Executive Secretary-Treasurer shall prepare an annual budget for the consideration of the Executive Committee and the Board of Directors at the annual meeting of the Board or as otherwise directed by the Board and/or the Executive Committee.

(c) The Executive Secretary-Treasurer shall keep and maintain the books and records of account of the Association. Said books of account shall at all times be open to inspection by any Director. The Treasurer shall cause the funds of the Association to be collected and shall deposit them. The Treasurer shall disburse the funds as may be ordered by the Board of Directors and shall render to the President and Directors, whenever requested, an account of all transactions as Treasurer, and of the financial condition of the Association. The Treasurer shall submit a statement of his accounts at each regular meeting of the Board, with proper vouchers and shall settle the same if required. The Treasurer shall render an annual account prior to annual meeting of the Board of Directors.

(d) In the absence or inability of the Treasurer, any other officer of the corporation designated by the Board of Directors shall perform all of the duties of such Treasurer until such time as a Treasurer is appointed.

(e) The Executive Secretary shall direct all publicity, advertising and extension work carried on by the Association subject to the instructions of the Board of Directors. The Executive Secretary-Treasurer shall also direct all Association participation in connection with the exhibition of Shorthorn cattle at fairs and shows.

(f) The Executive Secretary shall supervise the work conducted by the office staff of the Association in connection with recording of pedigrees, transfers of pedigrees and the publishing of the herd book or microfilming of all pedigrees.

(g) The Executive Secretary shall sign all certificates of membership which may be issued by the Association.

(h) The Executive Secretary shall keep a full and true account of the minutes of the meetings of the members, the Board of Directors and the Executive Committee. The

Executive Secretary-Treasurer shall cause a stenographic record of all proceedings of such meetings to be made which shall be duly attested to by signature and the same shall constitute the record of any factors which are considered.

(i) The Association, without any of its directors, officers, employees or members becoming liable in damages therefore, shall cause notice to be given in the breed publication of any cancellation of pedigree resulting from any deleterious or lethal genetic defect of characteristics.

ARTICLE VII

AMENDMENT TO BY-LAWS

The By-Laws of the Association may be amended from time to time by a majority vote of the Board of Directors at a regular or special meeting called for that purpose. The By-Laws of the Association may be amended by the membership of the Association. Any amendment of the By-laws by the membership of the Association shall require a 2/3 vote of the members present at such meeting through their delegates.

ARTICLE VIII

GENETIC CHARACTERISTICS

The Association shall receive, investigate and maintain on file information affecting genetic characteristics of breeding animals in such manner as shall be prescribed by rule or regulation. The Board of Directors of the Association shall determine by rule those deleterious or lethal genetic defects or factors which are considered undesirable. The Board shall further formulate by rule a system of classification of animals based on specific criteria.

The Association without any of its Directors, Officers, Employees or members becoming liable in damages therefore shall cause notice to be given in the breed publication of any cancellation of pedigree resulting from any deleterious or lethal genetic defect or characteristics.

ARTICLE VIII

PROGRAMS

The Board of Directors of the Association shall establish such programs as it shall deem appropriate for the furtherance of the purposes of the corporation. Such programs shall relate to, but not be limited to, such programs as an appendix registry, DNA genotyping, embryo transplant programs, etc.

ARTICLE X

AFFILIATED ASSOCIATIONS

Affiliated Associations such as State Shorthorn Association may be approved by the Board of Directors for the purpose of engaging in local activities for the promotion of the Shorthorn breed of cattle. Such approval shall be subject to conformance by such affiliated association with the rules and regulations prescribing a method of approval thereof.

**CERTIFICATE BY SECRETARY
OF THE
AMERICAN SHORTHORN ASSOCIATION**

I, the undersigned hereby certify:

1. I am the Secretary of the above-captioned corporation; and
2. The foregoing by-laws are a true and correct copy of the by-laws of the corporation as duly adopted on _____ 200__ by the unanimous written consent of the directors.

IN WITNESS WHEREOF I hereunder set my name and affix the official seal of this corporation on this _____ day of _____.

Secretary
(Approved by ASA Board of Directors July 1, 2004)