

BY -LAWS OF THE NORTH CAROLINA HEREFORD ASSOCIATION, INC.

ARTICLE I

NAME AND OBJECTIVE

Section 1. The name of this corporation shall be
"North Carolina Hereford Association, Inc."

Section 2. The purposes for which said corporation is formed are:

To promote the breeding of better Hereford Cattle (Polled and
Horned) in North Carolina and to serve the best interests of those
engaged in the Hereford business within the state.

ARTICLE II

MANAGEMENT

All business conducted shall be according to the By-laws of the
North Carolina Hereford Association, Inc.

Section 1. BOARD OF DIRECTORS

The management of the Corporation shall be under the control of a
Board of Directors, consisting of twelve (12) members.

The Board of Directors shall be elected from the active membership
by the active members. Election of the Directors shall be by mail
ballot prior to the annual meeting.

The term of each Director shall be three (3) years. A Director may
be elected for a maximum of two (2) consecutive terms, then must
be off the board for one (1) year. Former Directors would be eligible
for reelection. A statement concerning the expiration of a Director's
Term and the number of Directors to be voted for will be adequately
explained on each mailed ballot prior to the election of such officers.
In case of death, resignation, removal, or incapacity of an elected
Director, a new Director shall be elected by a majority vote of the
Directors present any meeting of the Board of Directors.

If a Director misses three (3) consecutive meetings without notifying the President of a hardship, he or she may be removed from the Board of Directors by a majority vote of the Directors.

Section 2. OFFICERS

The officers of the Corporation shall consist of a President and a Vice President, both of whom shall be elected by the Board of Directors from the Board of Directors. The Secretary -Treasurer shall be a paid member of the North Carolina Hereford Association, Inc. elected by the Board of Directors, but need not be a member of the Board of Directors. The term of each officer shall be one (1) year. In case of the death, resignation, removal, or incapacity of an officer, a successor shall be appointed by the President to fill the unexpired term subject to confirmation by a majority vote of the Directors present at any meeting of the Board of Directors.

Section 3. DUTIES OF OFFICERS

- a) President -The President shall preside at the meetings of the members of the Corporation and of the Board of Directors. He shall exercise a general supervision over the affairs of the Corporation and shall perform the duties which usually and generally pertain to the office of the President.
- b) Vice President -In the absence of the President, the Vice President shall act in his place with the full powers of the President. The Vice President shall automatically succeed to the office of President in the case of the death, resignation, removal, or incapacity of the President.
- c) Secretary -The Secretary shall record the minutes of the meetings of the members and of the Board of Directors, shall conduct the correspondence, and shall perform such other duties as are usual to said office or are delegated to him by the members of the Board of Directors. In case of absence or disability of the Secretary, the President may appoint a Secretary pro tempore.
- d) Treasurer -The treasurer shall be the custodian of the Corporation's funds and shall keep appropriate accounts and all receipts and disbursements of the Corporation. He shall render a complete report at each annual meeting and shall

render such interim reports from time to time and in such detail as the Board of Directors shall direct. In case of absence or disability of the Treasurer, the President may appoint a Treasurer pro tempore.

ARTICLE III

COMMITTEES

Section 1. EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the officers and the immediate past President.

Section 2. OTHER COMMITTEES

Other committees to consider or carry out specific projects may be appointed by the President.

ARTICLE IV

MEMBERSHIP

Section 1. ACTIVE MEMBERS

Any resident who is a breeder, owner or manager of, or otherwise professionally associated with, pure-bred or commercial Hereford Cattle in the state of North Carolina.

Section 2. DUES

A flat fee of \$35.00 for everyone, no tiers. Dues are due by January 1 of each year. Dues are delinquent on June 1 of the same year. The Board of Directors has the authority to terminate any member who is delinquent in paying dues.

Section 3. ASSOCIATE MEMBERS

Any non-resident of North Carolina, that is a member of their own state Hereford Association, or the American Hereford Association, is eligible to be an Associate Member of the North Carolina Hereford Association, Inc.

- A. An Associate Member will be a non-voting member of the North Carolina Hereford Association, Inc. and not allowed to hold office.
- B. The associate membership fee is \$35.00 per year.
- C. The Board of Directors of the North Carolina Hereford Association, Inc. has the right of refusal to any associate member.
- D. The active membership will have priority over associate membership in all state sponsored sales as determined by the Board of Directors.

Section 4. RESIGNATION

A member may withdraw from the Corporation by giving written notice to the President or to the Secretary.

Section 5. TERMINATION OF MEMBERSHIP

The membership of any member of the Corporation may be terminated

- a) upon nonpayment of dues as provided in Section 2 of this Article IV, or
- b) upon a majority vote of the Board of Directors for loss of eligibility for membership as defined in this Article IV, or
- c) upon a two-thirds (2/3) vote of the entire Board of Directors finding that a member is not operating in the best interests of the public or in accordance with the purposes of the Corporation. Action to terminate a membership pursuant to (b) or (c) hereof may be taken at any regular or special meeting of the Board of Directors; provided, however, notice has been given by the Secretary to the affected member, at least fourteen (14) days prior to such meeting, setting forth the grounds upon which it is proposed to terminate such membership.

Section 6. RIGHTS UPON CESSATION OF MEMBERSHIP

Upon cessation of membership no member shall be entitled to any interest in the assets of the Corporation or to any claim against the Corporation or its members.

Section 7. VOTING

Upon questions coming before any meeting of the Corporation each active member shall be entitled to one (1) vote cast in person or by written proxy.

Article V

MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the Corporation and of its Board of Directors shall be held between January 1 and June 30 each year at such time and place in the State of North Carolina as may be determined by the Board of Directors. Such annual meetings shall be open for transaction of any business within the powers of the Corporation without special notice of such business, except in case in which special notice is required by law or these By-Laws.

Directors shall be seated and officers shall be elected at the annual meeting of the Corporation as provided by these By-Laws. Written notice of the annual meetings of the Corporation and the Board of Directors shall be mailed to each member at least twenty (20) days prior thereto. Such notice shall state the place, day and hour of the meetings. No notice of any annual meeting need be given to any person entitled thereto who attends in person or by proxy, or who in writing waives such notice.

Section 2. SPECIAL MEETINGS

Special meetings of the Corporation may be called by the President with the consent of a majority of the Board of Directors, or upon the written request of fifteen (15) active members. Special meetings of the Board of Directors may be called by the President, or by written request of the Board of Directors. The time and place of such meetings shall be stated in the notice of the meeting. Notice of

special meetings of the Corporation or of the Board of Directors shall be mailed at least seven (7) days prior to the date of the meeting. Notice of special meetings of the Board of Directors may also be given by e-mail, fax, telephone or other communication devices not later than the second (2) day before the day fixed for the meeting. No written notice of any adjourned meetings need be given.

Section 3. QUORUM

At any meeting of the Corporation, the presence of ten percent (10%) Active Members in good standing shall constitute a quorum sufficient the transaction of any business at any annual meeting or special meeting. In the absence of a quorum, a majority of the Active Members in good standing may by majority vote adjourn the meeting from time to time, but not for a period of over thirty (30) days at any one time, until a quorum shall attend. At any meeting of the Board of Directors, a quorum shall consist of fifty-one percent (51 %) of the duly elected members thereof.

Section 4. VOTING BY MEMBERSHIP WITHOUT MEETING

Except as otherwise expressly provided in these By-Laws, any action of the Corporation required or permitted to be taken without a meeting thereof may, when authorized by the Board of Directors, be taken without a meeting; provided that notice of such proposed action shall first be mailed to all Active Members, and provided further that a majority of all Active Members responding shall vote in favor of such action. The Board of Directors shall specify the conditions under which mail ballots shall be honored and the closing date for the receipt of ballots by the Secretary.

Section 5. VOTING BY DIRECTORS WITHOUT MEETING

Except as otherwise expressly provided by these By-Laws, any action of the Board of Directors required or permitted to be taken at a meeting thereof may, when authorized by the President, be taken without a meeting; provided the notice of such proposed action shall first be communicated to all Directors; and provided further that two thirds (2/3) of the whole Board of Directors shall vote in favor of such action.

Section 6. NOTICE

Whenever written notice is required to be given to members of The Board of Directors, such notice shall be given by mail, postage prepaid, addressed to the member or Director at his last known place of residence or business as the same shall appear upon the books of the Corporation. Notice of any meeting of the Corporation or of its Board of Directors may be waived by any member or Director if such waiver is signed by the member of the Board of Directors. Proper notice shall have been considered given if said notice is deposited in the United States Mail.

Section 7. ORDER OF BUSINESS

The Order of Business at the meetings of the members and Board of Directors, insofar as practicable, shall be:

- (1) Meeting called to order by presiding officer;
- (2) Reading minutes of last meeting;
- (3) Reports of officers;
- (4) Reading Treasurer's report;
- (5) Unfinished business;
- (6) New business;
- (7) Voting Tabulation
- (8) Seating of Directors;
- (9) Adjournment of membership meeting;
- (10) Board of Directors meeting;
- (11) Nomination of officers;
- (12) Election of officers;
- (13) Business;
- (14) Adjournment.

Article VI

MISCELLANEOUS

Section 1. FINANCE

No debts or liabilities, other than normal expenses of routine administration, shall be incurred by or on behalf of the Corporation, except as specifically duly authorized by the Board of Directors.

Section 2. OUTSIDE DEALING

When the Corporation from time to time may act to bring buyers and sellers together, neither it nor its Directors or officers shall assume any responsibility to buyer or seller.

Article VII

EMBLEM

Section 1. The Emblem representing this Corporation shall be as follows: Two rectangles joined together, one on top of the other, with a representative drawing of a Hereford Bull in the top rectangle and a representative drawing of the State of North Carolina in the lower rectangle.

Article VIII

Section 1. These By-Laws of the North Carolina Hereford Association, Inc. can be changed by majority of membership present at the annual meeting or of a called special meeting pursuant to twenty (20) days written notice.