

As modified November 2024

ARTICLE ONE

NAME AND LOCATION OF OFFICE

The name of the corporation is the INTERNATIONAL TEXAS LONGHORN ASSOCIATION and the location of the principal office will be 1600 Texas Drive, P. O. Box 2610, Glen Rose, Texas, 76043 or such other place as decided from time to time by the International Board of Directors (IBD).

ARTICLE TWO

PURPOSES

The purpose of the INTERNATIONAL TEXAS LONGHORN ASSOCIATION is the development, registration, and promotion of the Texas Longhorn breed of cattle. It is believed the Texas Longhorn breed of cattle can make an important contribution to the improvement of the cattle industry throughout the world. This purpose may be obtained by;

- (a) establishing breed standards,
- (b) adopting means to assist, encourage, and educate those breeders engaged in the breeding and propagation of Texas Longhorn cattle, and to assist, encourage, and educate others of the benefits of Texas Longhorn cattle,
- (c) obtaining and maintaining records of the breeding and origin of all Texas Longhorn cattle through an INTERNATIONAL TEXAS LONGHORN ASSOCIATION REGISTRY, and to collect, preserve, and publish data and documents relating to the same.
- (d) to engage in such other and further lawful activities as shall be in the furtherance of the foregoing purposes or incidental thereto, and which activities shall be not for profit to the INTERNATIONAL TEXAS LONGHORN ASSOCIATION.

ARTICLE THREE

MEMBERSHIP

Section 1 Application for Membership. Application for membership shall be presented in writing to the President of the Association in such form and upon such conditions as shall be decided by the International Board of Directors (IBD). The President shall submit all applications to the IBD for approval. A certificate of membership or other evidence thereof shall be issued in such form and upon such conditions as the IBD shall prescribe and, while in good standing, shall entitle the member to advantages and privileges of membership. A member is considered to be in good standing until found otherwise by the

IBD. Membership in the INTERNATIONAL TEXAS LONGHORN ASSOCIATION is a privilege and not a right. Any application for membership may be rejected by the IBD for any cause deemed to be detrimental to the interests of the Association, its programs, policies, objectives, or harmonious relationship with its members. A membership once granted may be withdrawn for the reasons set forth in Article III Section 3.

Section 2 Classes of Memberships. Memberships in the Association shall be Active, Charter, Lifetime, Junior, Associate, and Honorary.

(A) Active: Individuals, legal partnerships, estates, government entities, and corporations which are active in the business of owning, propagating and raising registered Texas Longhorn cattle and are bona-fide producers thereof, shall be classed as Active Members upon proper application, payment of membership fees, and acceptance by the IBD. Only active members are entitled to vote and hold elective office. While in Active status, all member shall have equal rights, interests and responsibilities with respect to the Association and its property and shall obey and be bound by all Bylaws, Rules and Regulations of the Association and decisions or actions of the IBD. The estate of an Active member shall continue to be an Active member for one year from the date of the Active members' death.

(B) Charter: Charter members shall be Active members who applied for membership prior to June 15, 1990, or such other date as determined by the IBD.

(C) Lifetime: Lifetime memberships may be granted to anyone eligible to be an Active member, upon proper application and payment of the applicable fees. Lifetime members will be considered Active members.

(D) Junior: Junior members shall be those who are eighteen (18) years of age or under and shall not be entitled to vote or hold elective office in the Association. Junior membership shall be limited to individuals. Except in the cases of schools, clubs, or other educational, youth oriented nonprofit organizations which may qualify for consideration. These exceptions will be considered by the IBD after receipt of the appropriate application and information.

(E) Associate: Associate members are individuals, corporations, or other organizations which are affiliated with the Texas Longhorn industry or have an interest in the breed and its advancement in the livestock industry, but which are not actively involved in the raising or breeding of Texas Longhorn cattle. Associate members are not entitled to vote or hold elective office.

(F) Honorary: Honorary members shall be individuals, firms or entities that have made an outstanding contribution to the development or advancement of the Texas Longhorn breed.

They shall be elected by the Board of Directors. Honorary members are not entitled to vote and may not hold elective office. Honorary members will not be required to pay any type of membership fees.

Section 3 Section 3 Disciplinary Action: Any member of this Association who violates the Bylaws or Rules and Regulations of the Association, or who shall deceive the Association or a member thereof or other person, or who shall so conduct themselves as to make his/her association undesirable, or any member whose practices in the breeding of cattle are such as to impair the reliability of the records of the Association shall be censured, suspended, or expelled by majority vote of the IBD. Once the Board's disciplinary decision has been made, it shall send written notice of that decision to the last known address of the member in question. That notice shall state the decision of the Board and shall contain the following statement: "Should you choose to exercise your right to a hearing on this decision, please contact the President of the Board within 10 days of the date of this letter and a hearing date will be set no later than 30 days from then. If you choose to waive that right or fail to make contact within the 10-day timeframe, the Board's decision will automatically go into effect without need for additional notice to you." Should the member exercise his/her right to a hearing, that hearing shall occur before the entire Board using a method chosen by the Board (in-person, telephone, or video conference) wherein the member shall be afforded the right to personally attend and explain to the Board why his/her discipline was inappropriate. Within seven (7) days of that meeting, the Board shall either affirm, modify, or revoke its decision and notify the member of same in writing using the same address referenced above. Although the right or privilege of a member, or other person, to seek judicial review of Association decisions or actions is recognized, that member or other person, by joining the Association, by purchasing animals registered with the Association, by submitting applications for membership, registration, or transfer, or conducting other business with the Association does thereby agree, if unsuccessful in the attempt to overturn Association decisions, actions, Bylaws, Rules or Regulations, to reimburse the Association for its reasonable attorney fees, court costs and other expenses occasioned by such attempt. Task 8: Require annual budget and deadlines for same

ARTICLE FOUR

MEMBERSHIP MEETINGS

Section 1 Membership Meetings. An Annual Membership Meeting shall be held not less than once every calendar year with a maximum time of fifteen (15) months between meetings. The time and place will be designated by the International Board of Directors (IBD). All members will be notified at least 60 days prior to such meeting. Special business, if any, shall be mentioned in the notice of the meeting.

Section 2 Quorum A quorum for an Annual Membership Meeting shall consist of the Active members, in good standing, present.

Section 3 Procedure Roberts Rules of Order, as amended, shall be the parliamentary procedure followed at all meetings of the membership and at all meetings of the International Board of Directors.

Section 4 Special Membership Meetings. Special membership meetings may be called by the President or by at least five (5) members of the IBD. All members must be notified in writing at least 30 days prior to the meeting date. The special business shall be mentioned in the notice of the meeting and no other business shall be transacted.

Section 5 Voting Privileges. Only Active members in good standing shall be entitled to vote at any meeting of the members of the Association, or in any mail-in voting. Charter and Lifetime members are Active members. An Active member shall have ONE vote and will not be permitted to vote the vote of any other member. There will be no proxy voting. All requirements of mail balloting are specified in these Bylaws under Article Seven entitled "ELECTIONS". All proposed Bylaw amendments or other matters of significant importance, as deemed appropriate by the IBD shall be included with the final election ballots, to allow all eligible members the opportunity to cast their mail-in vote on the issue. No member may cast a vote by mail and register a second vote on the same issue by personally attending an annual or special membership meeting which allows a voice vote on the same issue by Members in attendance. A member in good standing is a member who is not in default under any of the Bylaws hereof and who is not in arrears in payment of any membership fee, dues, or other monies due to the Association.

ARTICLE FIVE

INTERNATIONAL BOARD OF DIRECTORS (IBD)

Section 2 Number Tenure and Qualifications. The number of International Directors of the Association shall be up to Fifteen (15) including the President, Vice President, and immediate Past President to have completed a full term of office ("Past President"). All members of the IBD (except for the immediate Past President) including the President and Vice President will be elected by Active members as outlined in Article Seven, "Elections." The number of Fifteen (15) may be changed from time to time upon recommendation of the IBD and approval of the general membership by majority vote of those voting. International Directors will be elected from each of the following ten (10) designated geographical regions: (1) INTERNATIONAL, (2) NORTHEAST, (3) MIDWEST, (4) MOUNTAIN, (5) WESTERN, (6) CENTRAL, (7) NORTH TEXAS, (8) SOUTHWEST TEXAS, (9) SOUTHEAST, and (10) CANADA. There will be elected two (2) At-Large International Directors residing in any

region, province, or country. There will be elected a President and a Vice President who resides in any of the aforementioned regions, any province or country. These Bylaws will designate the exact areas covered by each region, and these regions may be altered from time to time upon recommendation of the IBD and approval by the general membership by majority vote of those voting. Term of Members of the IBD will be for a period of three (3) years. The President and Vice President shall be elected for a term of one (1) year. Each International Director shall be limited to two (2) consecutive terms. An International Director shall again be eligible for re-election after one (1) year's absence from the IBD. The Board, by majority vote in a meeting at which a quorum is present, shall appoint an Active member to fill any vacancy on the IBD created by death, resignation, or removal, and the appointee will serve the unexpired term of his predecessor.

The Past President shall serve a term on the IBD which begins immediately after his/her term as President has expired and which ends until he/she is no longer the immediate past president.

Section 3 Designation of Regions and State Areas (1) INTERNATIONAL – This region will be comprised of all countries outside of the United States. One member of the IBD will be elected from these countries.

(2) NORTHEAST – This region will be comprised of the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New Jersey, Delaware, Maryland, New York, Pennsylvania, West Virginia, Virginia, North Carolina, and South Carolina. One member of the IBD will be elected from this region.

(3) MIDWEST – This region will be comprised of the States of Illinois, Indiana, Ohio, Michigan, Kentucky, Tennessee, Iowa, Wisconsin, and Minnesota. One member of the IBD will be elected from this region.

(4) MOUNTAIN – This region will be comprised of the States of Montana, Wyoming, Colorado, New Mexico, North Dakota, South Dakota, and Nebraska. One member of the IBD will be elected from this region.

(5) WESTERN – This region will be comprised of the States of Washington, Oregon, California, Nevada, Utah, Arizona, Idaho, Alaska, and Hawaii. One member of the IBD will be elected from this region.

(6) CENTRAL – This region will be comprised of the States of Oklahoma, Kansas, Missouri and Arkansas. One member of the IBD will be elected from this region.

(7) NORTH TEXAS – This region will be that area of Texas north of Interstate Highway 20. One member of the IBD will be elected from the North area of Texas.

(8) SOUTHWEST TEXAS – This region will be that area of Texas south of Interstate Highway 20, West of Interstate Highway 35 E to its intersection with the Colorado River in Austin, and that area south and west of the Colorado River as it traverses southeast to its convergence with the Gulf of Mexico. One member of the IBD will be elected from this region.

(9) SOUTHEAST – This region will be that area of Texas South of Interstate 20 and east of Interstate Highway 35 E south of Dallas and its intersection with the Colorado River in Austin, and that area north and east of the Colorado River as it traverses southeast to its convergence with the Gulf of Mexico. Also includes the States of Louisiana, Mississippi, Alabama, Georgia, and Florida. One member of the IBD will be elected from this region.

(10) CANADA – This region will be comprised of the nation of Canada and any and all of its provinces and/or territories.

In addition to the above described ten (10) geographical regions, the membership will elect two (2) International At-Large Directors who may reside in any region, province, or country. In addition, the membership will elect a President and a Vice President who may reside in any region, province, or country.

Section 4 A regular meeting of the IBD shall be held, without notice other than this Bylaw, immediately after adjournment, and at the same place as the annual meeting of the membership. In addition, four regular quarterly meetings of the IBD will be held prior to the installation of the newly elected officers for a minimum of five meetings annually. At least one of these meetings shall be held in-person at the ITLA Headquarters in Glen Rose, Texas unless a majority of the Board shall vote otherwise. With respect to that in-person meeting, the Board may elect to defray some or all of the reasonable travel expenses associated with that meeting. A special meeting of the IBD may be called by or at the request of the President of the Association, or at the request of any three (3) International Directors. The person or persons authorized to call special meetings of the IBD may fix the time and place for holding any special meeting called by them. Any regular or special meeting of the IBD may be held by telephone conference call or by utilizing video conferencing software among all or part of the participating members so long as a quorum exists and any actions taken shall be documented in writing.

Section 5 Written notice of all regular or special meetings of the IBD shall be mailed, faxed, or emailed to the last known address of such member of the IBD within a reasonable amount of time in advance of such meeting, save that a minimum of 48 hours' notice is

required absent an emergency that shall be stated on the record at the beginning of any such meeting for which 48 hours' notice was not afforded. Notices of such meetings will state the time, place, and purpose thereof. All International Directors present and voting at any meeting of the IBD, annual, regular, or special, shall be deemed to have waived any and all objection to the time or place of holding such meeting or the sufficiency of the notice thereof unless notice of the specific objection shall have been given to the IBD President in writing before participating in any business or voting at such meeting. If mailed, written notice of any meeting shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by facsimile (fax), notice shall be deemed delivered when entered into the fax machine. If notice is given by email, notice shall be deemed delivered based on the time noted as "received" by the IBD President.

Section 6 Quorum. At any meeting of the International Board of Directors two thirds (2/3) of the total number of Members of the IBD shall constitute a quorum for the transaction of business. (If less than said number is present at the meeting, a majority of the International Directors present may adjourn the meeting from time to time without further notice.

Section 7 Acting. The acts of a majority of the International Board of Directors members present at any annual, regular, or special meeting at which a quorum is present shall be the acts of the IBD. A member of the IBD who is present at a meeting of the IBD at which action on any matter is taken shall be presumed to have consented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right of dissent shall not apply to an International Director who voted in favor of such action.

Section 8 Organization. At all meetings of the International Board of Directors, the President shall act as Chairman and in the absence of the President, the Vice President shall act as Chairman, and in the absence of the Vice President, any person appointed by the President shall act as Chairman.

Section 9 Compensation. No compensation shall be paid to members of the International Board at Directors, as such, for their services, but by resolution of the IBD a fixed sum and expenses for actual attendance at each regular and special meeting of the IBD may be authorized. Nothing herein contained shall be construed to preclude an International Director from serving the Association in any other capacity and receiving compensation therefore.

Section 10 Resignation and Removal. An International Director may resign at any time by giving written notice to the President or to the IBD. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President or the IBD, and acceptance of the resignation shall not be necessary to make it effective. Any and all members of the IBD may be removed by vote of the membership. Removal proceedings shall begin with submittal to the President, a petition signed by fifty (50) or more Active members in good standing requesting a special election be held for the purpose of removing an International Director(s) from office. The President will declare a special election is held, and after mail balloting and counting, a simple majority of the votes tabulated in favor of removal is sufficient for removal from office.

It will be required that any member of the International Board of Directors be replaced after missing two (2) IBD meetings without good cause.

Section 11 Committees. The International Board of Directors, at the annual meeting of the IBD, shall elect from among its members, three persons, so elected, together with the President and Vice President, to constitute an Executive Committee of the Board. During the interval between the meetings of the IBD, the Executive Committee shall possess, and may exercise, all the powers of the IBD. All action by the Executive Committee shall be reported to the IBD at its meeting next succeeding such action, and all actions of the Executive Committee shall be subject to revision, alteration, and approval by the IBD at such meeting. Regular minutes of the proceedings of the Executive Committee shall be kept in a book for that purpose. Executive Committee meeting notice shall be by telephone, fax, e-mail or letter. All members will be notified and a minimum of 3 shall be present in person or by phone to constitute a business quorum. The IBD may appoint such other temporary or standing committees from among its members, from among the general membership or both, as it deems desirable and vest therein such powers as it deems appropriate.

Section 12 Reliance by Individual Directors. In conducting their duties as members of the Board, each Director (i) shall be entitled to rely, in good faith and with ordinary care, on information, opinions, reports, or statements, including financial statements and other financial data concerning the Association or the Association's affairs that have been prepared or presented by one or more Officers or employees of the Association; by legal counsel, public accountants, or other persons retained by the Association for the development of professional advice and information falling within such person's professional or expert competence; or by any Committee established under these Bylaws of which the Director is not a member; (ii) may believe, in good faith, and with ordinary care, that the assets of the Association are at least that of their book value; and (iii) in

determining whether the Association has made adequate provision for the discharge of its liabilities and obligations, may rely in good faith and with ordinary care on the financial statements of, or other information concerning, any person or entity obligated to pay, satisfy or discharge some or all of the Association's liabilities or obligations. Nevertheless, a Director must disclose any knowledge he/she may have concerning a matter in question that makes reliance otherwise provided herein to.

Section 13 Spending. No officer or director shall have the authority to spend any money from any ITLA account absent majority Board approval. Moreover, even if granted majority Board approval to spend money on certain projects, in payment of certain expenses, etc., no officer or director may spend more than \$2,500 on any specific project or in payment of any specific expense absent approval of the majority of the Board. Failure to abide by this requirement may result in sanction, censure, or removal from the Board in accordance with the terms for same contained within these By-Laws.

ARTICLE SIX

OFFICERS OF THE ASSOCIATION

Section 1 General. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be appointed from time to time by the International Board of Directors (IBD). The President and the Vice President shall be elected by the Active members in good standing. The Secretary and the Treasurer shall be appointed by the IBD from the membership of the IBD. Any officer or agent appointed by the IBD may be removed by the IBD whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the IBD for the unexpired portion of the term.

Section 2 President. The President shall be the principal executive officer of the Association and, subject to the control of IBD, shall manage, supervise, and control all the business affairs of the Association. He/she shall preside at all meetings of the membership, the IBD, and the Executive Committee. He/she shall perform the duties and exercise the powers of the chief executive officer. Unless contrary provisions are made by the IBD and subject to such limitations as may be imposed by the IBD, the President shall act as the authorized representative of the IBD in hiring, discharging, fixing or modifying duties, salaries, or other compensation of the employees of the Association. He/she shall make, or cause to be made, all reports and statements required by any laws of the United States, the State of Texas, or any other duly constituted and established public governmental authority, or as may be required by the IBD. He/she shall be the legal

custodian of all the books, papers, and records of the Association and shall permit at such reasonable times as may be requested, an inspection of any or all such books, deeds, instruments, papers, and records, by any International Director of the Association and shall, upon reasonable demand therefore and without cost to the Association, furnish to any such Member of the IBD a full true and complete copy of any paper or record in his/her possession. He/she shall perform all other duties ordered by the IBD or which usually pertain to the office of chief executive officer of a corporation. The President will abstain from voting during IBD meetings unless needed to break a tie.

Section 3 Vice President. In the absence of the President or in the event of his/her death, incapacity, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall possess all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him/her by the President or the IBD.

Section 4 Secretary. The Secretary shall keep full, true and correct minutes of all meetings of the IBD, the Executive Committee, and of the membership; he/she shall issue all notices of meetings required to be given; he/she shall have charge of and keep in his/her possession the seal of the Association and affix the same to deeds and other instruments necessary to be sealed, when properly authorized to do so. He/she shall perform all other duties ordered by the President or the IBD.

Section 5 Treasurer. The Treasurer shall have supervision and custody of all moneys and securities of the Association when authorized to do so by the President and the IBD. He/she shall cause to be kept full and accurate accounts of the receipts and disbursements of the Association in books belonging to it; he/she shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the Association in such accounts and in such depositories as may be designated by the President and IBD; he/she shall disburse and supervise the disbursement of funds of the Association in accordance with authority of the IBD, taking proper vouchers therefore; he/she shall render to the President and IBD at regular meetings of the IBD or whenever the President or the IBD require, a written detailed account of his/her transactions as Treasurer and of the financial condition of the Association, including a statement of assets, liabilities, and financial transactions; and he/she shall perform such other duties as the President or the IBD directs and such other duties as usually pertain to the office of Treasurer.

Section 6 Division of Authority. The International Board of Directors may from time to time delegate some or all the functions, duties, powers, and responsibilities of any officer to any other officer or to any agent or employee of the Association or other responsible person, provided that in the 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.

ARTICLE SEVEN ELECTIONS

Section 1 General. The President, Vice President and members of the International Board of Directors shall be nominated and elected by written or electronic ballot in accordance with the following plan: the fifty (50) United States will be divided into eight (8) geographical regions. All International areas outside the USA shall be an additional region, save that Canada is its own separate region. The states making up the regions are fully outlined in Article Five Section Three of these Bylaws. The Regions are numbered and titled thus: (1) All INTERNATIONAL Countries outside the United States of America, except for Canada, (2) NORTHEAST, (3) MIDWEST, (4) MOUNTAIN, (5) WESTERN, (6) CENTRAL, (7) NORTH TEXAS, (8) SOUTHWEST TEXAS, (9) SOUTHEAST, and (10) Canada. From each of these ten regions there shall be elected members to the International Board of Directors who must reside in the region from which he (or she) is elected and only those Active members residing within each of these regions shall vote on the nominees of their choice. Further, there shall be two (2) At-Large members of the IBD elected who reside in any region, state, province or country. Any Active member in good standing shall be eligible to vote on the At-Large Directors. The President and the Vice President may reside in any region, state, province, or country. Any Active member in good standing shall be eligible to vote on the President and Vice President.

At least ninety (90) days prior to the Annual Membership Meeting, the Secretary shall mail to the Active members a notice of the nominations as presented by a nominating committee appointed by the President, with a request that the members nominate additional nominees if they so desire. Such member nominations shall be in the hands of the Association office no later than sixty (60) days prior to the annual meeting. In order that any member nominee is eligible to be placed on the election ballot, he/she must receive write-in nominations from ten (10) members who are listed in the Active membership as of the date of the Nominating Committee's report. Should there be no nominees nominated by the membership, or should the membership nominees decline to have their names placed on the ballot, the nominees of the nominating committee will be elected by acclamation. In the event no nominations are received from the membership or nominating committee for a regional director, then an additional at-large directorship will be created for one year. If a member is elected or appointed by the BOD to the ITLA Board from this region the following year the new director will serve the remainder of the original term. No less than forty five (45) days prior to the annual meeting of the membership, the Secretary

shall mail official printed ballots to each Active member in good standing. This ballot shall contain the names of the nominating committees nominees and the candidates, if any, who were properly nominated by the members. All written ballots must be returned to the Association office, or to an organization designated by the IBD, with a post mark not less than twenty one (21) days prior to the annual meeting in order to be validated and counted. All ballots received will be validated and counted by an independent CPA firm or other organization experienced in voting tabulation. The nominees receiving the most valid votes shall be elected. All newly elected officers and Members of the IBD shall be installed at the Annual Membership Meeting. A tie vote will be broken by the President drawing one of the names from the lot and the name drawn shall be declared the winner. Active members in good standing residing within a region may nominate a nominee residing within the region for election to the IBD, and a nominee residing within the region shall be nominated by the nominating committee, and only those Active members in good standing living within the region may vote for the International Director from that region. The legal residence (as determined by law) shall establish the region in which an Active member may vote. If the active member's legal residence is located in one region and his ranch is located in another region, the active member may vote only in the region of his/her legal residence.

Section 2: Nominating Committee The President shall appoint a Nominating Committee comprised of three (3) active ITLA members of the President's choosing by no later than June 20th. The role of the Nominating Committee is to recommend to the Board, in writing, individuals whom that Nominating Committee feels would be best suited to fill any IBD position that is up for election. The Nominating Committee shall recommend its first choice and one (1) alternate. In that regard, the Nominating Committee shall make its written report to the Board of Directors by no later than one hundred (100) days prior to the Annual Membership Meeting. All nominees recommended by the Nominating Committee must receive approval from a majority of the IBD before their names may be listed on the ballot as a nominated candidate, at which time those approved by the Board shall be referred to hereinafter in these By-Laws as the "Nominated Candidates." Moreover, in making its determination of members to recommend for office, the Nominating Committee shall utilize the Officer Vetting Questions attached as Appendix A to these By-Laws, which shall be answered by each of the recommended potential candidates under consideration by the Nominating Committee. The purpose of these Officer Vetting Questions is to minimize the potential for conflicts of interests in potential Nominated Candidates and to ensure that all potential candidates recommended by the Nominating Committee have first met the Board's minimum standards for IBD service prior to their recommendation by the Nominating Committee. Each recommended candidate's answers to the Officer Vetting

Questions shall be presented to the Board as part of the Nominating Committee's written report referred to immediately above.

Section 3: Election specifics At least ninety (90) days prior to the Annual Membership Meeting, the Secretary shall mail or email to the Active members a notice of the Nominated Candidates with a request that the members nominate additional nominees if they so desire. Such member nominations shall be in the hands of the Association office no later than sixty (60) days prior to the annual meeting. In order that any member nominee is eligible to be placed on the election ballot, he/she must receive write-in nominations from ten (10) members who are listed in the Active membership as of the date of the Nominating Committee's report. Should there be no nominees nominated by the membership, or should the membership nominees decline to have their names placed on the ballot, the Nominated Candidates will be elected by acclamation. In the event no nominations are received from the membership or approved by the Board as Nominated Candidates from the recommendations presented to the Board by the Nominating Committee for a regional director, then an additional at-large directorship will be created for one year. If a member is elected

or appointed by the BOD to the ITLA Board from this region the following year the new director will serve the remainder of the original term. No less than forty five (45) days prior to the annual meeting of the membership, the Secretary shall mail or email official printed ballots to each Active member in good standing. This ballot shall contain the names of the Nominated Candidates and the candidates, if any, who were properly nominated by the members. All written ballots must be returned to the Association office, or to an organization designated by the IBD, with a post mark (or email mark, as the case may be) not less than twenty one (21) days prior to the annual meeting in order to be validated and counted. All ballots received will be validated and counted by an independent CPA firm or other organization experienced in voting tabulation. The nominees receiving the most valid votes shall be elected. All newly elected officers and Members of the IBD shall be installed at the Annual Membership Meeting. A tie vote will be broken by the President drawing one of the names from the lot, and the name drawn shall be declared the winner. Active members in good standing residing within a region may nominate a nominee residing within the region for election to the IBD, and a nominee residing within the region shall be recommended to the Board by the Nominating Committee, and only those Active members in good standing living within the region may vote for the International Director from that region. The legal residence (as determined by law) shall establish the region in which an Active member may vote. If the active member's legal residence is located in one region and his ranch is located in another region, the active member may vote only in the region of his/her legal residence. All active members in good standing (dues paid as of thirty (30)

days prior to the mailing of the official ballot) may nominate and vote on At-Large Directors of the IBD, the President and Vice President, and the Directors in their region. Task 5: Draft conflicts of interest policy to be included in By-Laws (the By-Laws Committee has decided that additional time is needed before a viable policy can be presented to the Board for consideration) Task 6: Explore possibility of modifying officer and/or member removal policies (the only changes recommended by the By-Laws Committee are below)

All active members in good standing (dues paid as of thirty (30) days prior to the mailing of the official ballot) may nominate and vote on At-Large Directors of the IBD, the President and Vice President, and the Directors in their region.

ARTICLE EIGHT INDEMNIFICATION

Each person who shall serve as a member of the International Board of Directors, or as an officer of the Association, shall be indemnified by the Association against all costs and expenses incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/her is, or may be, a party, by reason of his/her being or having been a Director or Officer of the Association. Such indemnification shall include settlements made in amounts approved by the IBD at the time such settlement is offered, whether or not such person is a Director or Officer at the time such costs are incurred by or imposed upon him/her. EXCEPT, the indemnification shall not apply where he/she shall be finally adjudged to be liable by reason of having been willfully negligent or guilty of misconduct or otherwise derelict in the performance of his/her duties as a Director or Officer. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

ARTICLE NINE FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January of each year. However, within thirty (30) days of the appointment of an Executive Committee pursuant to Article Five, Section 11, that Executive Committee shall present to the IBD a proposed annual budget. Notwithstanding any other provision contained in these By-Laws, the IBD shall meet and approve an annual budget by no later than forty five (45) days from the date of the Annual Membership Meeting detailed herein.

ARTICLE TEN SEAL

The International Board of Directors shall provide a corporate seal which shall be circular in form and shall have the name of the Association, the State of incorporation, and the words, Corporate Seal, or other such as may be required by the State of Texas.

ARTICLE ELEVEN WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Association under the provisions of these Bylaws or under provisions of the Articles of Incorporation, 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 giving such notice.

ARTICLE TWELVE AFFILIATES

Rules, regulations, and procedures governing the affiliation of state and regional organizations with the Association shall be as adopted and set forth from time to time by the International Board of Directors.

As of (April 17, 1999) all Officers and Directors of ITLA Affiliates must be members of the ITLA in order to hold office in their local affiliate.

ARTICLE THIRTEEN NEGLECT OR REFUSAL TO SIGN APPLICATIONS

If an owner or breeder of an animal: (1) fails to implement a Court Order of Judgment, (2) unreasonably refuses, (3) persistently neglects, or (4) cannot be located to sign an application for transfer or registration, upon satisfactory evidence being submitted to the International Board of Directors, they may, at their discretion, direct the President to transfer or register the animal without the signature of the owner or breeder, or both.

ARTICLE FOURTEEN LIMITATION OF DUTY

It shall not be the duty of this Association to enforce any contract or agreement between buyers and sellers other than the furnishing of proper certificates of registry and transfer of ownership, or of the breeding records relating to such cattle or their progeny.

ARTICLE FIFTEEN AMENDMENTS

These Bylaws may be altered, amended, modified, or repealed and new Bylaws adopted, by a two-thirds vote of International Directors present and voting at a regular or special

meeting of the International Board of Directors at which a quorum is present when a written notice of the proposed changes has been given at least twenty (20) days prior to the date of such meeting. The power of the International Board of Directors to amend the Bylaws shall be effective only until the next annual meeting of the membership, at which time the power to adopt, amend, or decline any Bylaw changes by the IBD shall be vested in the membership, and a vote of two-thirds (2/3) the Active members in good standing, in attendance at the annual meeting or voting by mail if the vote is by mail, will be required for changes in the Bylaws.

ARTICLE SIXTEEN REGISTRATIONS

Registration Requirements for Non-Cloned animals.

- a. The sex of animal.
- b. The name of the animal.
- c. The date of birth (year, month and day).
- d. The individual id number and its location on the animal.
- e. The holding ownership brand and its location on the animal.
- f. Color description in detail
- g. The name and registration number of sire.
- h. The name and registration number of dam.
- i. Signature of owner of sire.
- j. The name of the appropriate sire on service date of bred cow, for natural service only. A.I. service must attach A.I. Certificates.
- k. The name and address of breeder (owner of record of the dam at time of service).
- l. The ITLA will issue registration certificates on steers that are from a registered Texas Longhorn herd. The registration application shall state that it is a steer and will include the individual id number, holding brand, and detailed color description.
- m. Registration application shall be eligible for processing upon receipt of a completed application, containing proper signatures, and receipt of the appropriate fees.

Registration Requirements for Cloned animals

The following requirements shall apply to the registration of calves resulting from Texas Longhorn cell-cloned transplants.

1. Only replication cell-cloned Texas Longhorn animals shall be eligible for registration. Genetically modified animals shall not be eligible for registration.
2. The Texas Longhorn cell-donor animal must be DNA-marker-typed. A report of the results of DNA tests performed by a qualified laboratory must be on file in the Association office prior to the registration of clones.
3. Before individuals can be registered as clones, the Texas Longhorn clonal animal family must be recorded with the ITLA and given an ITLA certification number. (A Texas Longhorn clonal family is a group of individuals that have the same genotype; that is, all individuals derived from the same cell line.)
4. A Texas Longhorn clonal family must be established for each individual ITLA registered animal identified as the cell donor.
5. Individual clones must be DNA (deoxyribonucleic acid) typed to the Texas Longhorn clonal family.
6. The registration name of the individual clones must include the ITLA Texas Longhorn clonal family certificate number. All other standard registration requirements must be met.
7. The breeder of the Texas Longhorn cell-donor animal must be identified as the breeder of the cell-clones offspring.
8. The owner of record of the Texas Longhorn cell-donor, on the date of biopsy removal, will be identified as the first owner, unless the calf is a result of a pregnant recipient, purchased embryo (fresh or frozen), in which case the purchaser may be identified as the first owner.
9. Calves conceived after death of the Texas Longhorn cell-donor animals, shall be eligible for a registration number under the same conditions and provisions governing the eligibility of calves prior to the death of said animal.
10. Registration of Texas Longhorn cell-cloned transplants shall be made on an ITLA registration form, provided by the Association, at the regular fee.
11. Registration certificates issued for Texas Longhorn cell-cloned transplants shall be so designated. The Texas Longhorn clonal family certificate number of the animal, which is being cell-cloned, shall also be stated on the certificate of registration.
12. The ITLA will recognize and accept any Texas Longhorn cell-cloned animal if it meets the above criteria for registration. A registered cloned Texas Longhorn animal will be

transferred in the ITLA association in the same manner as any other registered Texas Longhorn animal.

13. Nothing set forth herein should be construed as an indication that the Association takes any position as the ownership rights, if any, of retained cell material. This is a separate matter reserved for discussion or negotiation between buyer and seller.