

BYLAWS OF
CATTLEMEN'S TEXAS LONGHORN CONSERVANCY
A NON-PROFIT CORPORATION

ARTICLE ONE
Name, Purpose

Section 1– The name of the organization shall be CATTLEMEN'S TEXAS LONGHORN CONSERVANCY.

Section 2– The Cattlemen's Texas Longhorn Conservancy is formed as a not-for-profit corporation to engage in scientific and historical research, education and other charitable purposes associated with Texas Longhorn cattle within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Imported to the Western Hemisphere more than five hundred years ago by the earliest Spanish explorers, the Texas Longhorn played a significant role in the history of the Americas and became recognized as North America's original bovine. Nearly cross-bred into extinction following the great Western trail drives, the Texas Longhorn was acknowledged as a national treasure by the U.S. Congress, which in 1927 established a protected herd on the Wichita Mountains Wildlife Refuge in Oklahoma. The Cattlemen's Texas Longhorn Conservancy recognizes the value of this national treasure in its original phenotype (appearance) and genotype (genetics) and is intended to provide ongoing resources toward research and education pertaining to this naturally evolved, historic breed.

ARTICLE TWO
Membership

Section 1 – Membership Qualification

Membership in this organization shall be open to all individuals, partnerships, corporations, organizations, governmental agencies and estates that support the purpose statement in Article 1, Section 2. Membership is granted after completion and receipt of a membership application and annual dues as set by the board of directors. All memberships shall be granted upon a majority vote of the board of directors.

Section 2 – Membership Categories

Membership categories are: Sustaining, Founding, Lifetime, Benefactor, Supporting, Active, Associate and Honorary memberships or as otherwise set by the board of directors.

Part 1 – Sustaining, Lifetime, Benefactor, Supporting, and Active Membership

These memberships are available for individuals, partnerships, corporations, organizations, governmental agencies and estates that support the purpose statement in Article 1, Section 2. Each member in good standing shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Part 2 – Founding Membership

Founding membership is available for those individuals, partnerships, corporations, organizations, governmental agencies and estates that support the purpose statement in Article 1, Section 2. Each member in good standing shall be eligible to appoint one

voting representative to cast the member's vote in association elections. Founding Memberships shall only be available one year from the filing date set in the Articles of Incorporation or as otherwise limited by the board of directors.

Part 3 – Associate Membership

Associate membership is available for individuals, partnerships, corporations, organizations, governmental agencies and estates that support the purpose statement in Article 1, Section 2. Membership of this classification shall be afforded and enjoy all privileges and courtesies of an Active Membership with the exception voting rights.

Part 4 – Honorary Membership

Honorary memberships are awarded by the directorate to those individuals, partnerships, corporations, organizations, governmental agencies and estates that earn esteemed recognition for their efforts and actions supporting the purpose statement in Article 1, Section 2 of these bylaws. Dues are not assessed and voting privilege is not granted.

Section 3 – Membership Donation Levels

Part 1 – Sustaining Membership – a one-time donation of \$2,500 or more

Part 2 – Founding Membership – a one-time donation of \$1,000

Part 3 – Lifetime Membership – a one-time donation of \$500

Part 4 – Benefactor Membership – an annual donation of \$250

Part 5 – Supporting Membership – an annual donation of \$100

Part 4 – Active Membership – an annual donation of \$50

Part 5 – Associate Membership – an annual donation of \$25

Part 6 – Honorary Membership – no donation required

Section 4 – Resignation and Termination

A member may resign by filing a written resignation with the secretary. Membership can also be terminated by a majority vote of the other members.

ARTICLE THREE Meeting of Members

Section 1 – Annual Membership Meeting

The annual membership meeting for the election of directors and officers, and such other business that may come before it, shall be held at the time and place designated by the board of directors, written notice to be given to the membership at least 45 days in advance of the meeting.

Section 2 – Special Meetings

Special meetings may be called by the president, a majority of the board of directors, or a petition signed by a majority of the voting members. The petition must be filed with the secretary of this organization and appropriate notice given to the membership.

Section 3 – Notice of Meetings

Notice of each meeting shall be given to each voting member by mail, fax or email not less than two weeks prior to the meeting.

Section 4 – Quorum

The members present at any properly announced meeting shall constitute a quorum.

Section 5 – Voting

All issues voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place.

ARTICLE FOUR Board of Directors

Section 1 – Board role and size

A board of directors consisting of either seven (7) or nine (9) directors, which shall include four (4) executive officers, shall manage the business of this organization. A minimum of three (3) directors will also sit on the board of directors of Cattlemen's Texas Longhorn Registry, a 501(c)(5) non-profit corporation. At no time will a majority of directors also be directors of Cattlemen's Texas Longhorn Registry.

Section 2 – Terms

All board members shall serve two-year terms but are eligible for re-election.

AMENDMENT Section 2 – Terms

Each board member shall serve a three (3) year term commencing at the annual meeting, and shall be eligible for re-election without limits. Board members' terms are designed so one third of the terms will expire each year. Elections to fill expiring terms shall be held at the annual meeting. Directors previously elected as the initial Board of Directors, shall choose to serve on a staggered term basis with 1/3 serving a one-year term, 1/3 serving a two-year term, and 1/3 serving a three-year term. Directors elected at the third and each succeeding annual meetings shall be elected from the voting membership, by the voting membership, and shall each serve a three (3) year term.

Section 3 – Meetings and Notice

The directors shall schedule board meetings, as they deem necessary in order to properly oversee the affairs of the organization.

Section 4 – Qualification

Any voting member or voting representative of a member in good standing shall be eligible for election to the board.

Section 5 – Board of Director Elections

New directors and current directors shall be elected or re-elected by the voting members and voting representatives of members at the annual membership meeting. Directors are elected by a simple majority of voting members present at the annual meeting.

Section 6 – Election Procedures

A board development committee shall be responsible for nominating a slate of prospective board members representing this organization's diverse membership. In addition, any member may nominate a candidate to the slate of nominees. All members in good standing and who are not able to attend the annual membership meeting may send one representative to vote in the election of directors.

Section 7 – Quorum

A quorum of the board shall consist of a majority of the members of the board of directors.

Section 8 – Officers and Duties

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

Part 1 – President

The president shall preside at all membership and board of directors meetings. He/she shall by virtue of this office be chairman of the board of directors. The president shall present an annual report of the affairs of the organization at each annual membership meeting; appoint all committees, temporary or permanent; see that all books, reports and certificates required by law are properly kept or filed. The president shall be one of the officers who may sign checks or drafts of the organization. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Part 2 – Vice President

In the event of the absence or inability of the president to exercise his/her office, the vice-president becomes acting president of the organization with all the rights, privileges and powers of the duly elected president. The vice president shall be one of the officers who may sign checks or drafts of the organization.

Part 3 – Secretary

The secretary is the official custodian of the records and seal of the organization and may be one of the officers required to sign the checks and drafts of the organization. The secretary keeps the minutes and records of the organization in appropriate books; files any certificate required by any federal or state statute; gives and serves all notices to members of the organization; presents to the membership at any meetings any communication addressed to the secretary of the organization; submits to the board of directors any communications addressed to the secretary of the organization; attends to all correspondence of the organization; and exercises all duties incident to the office of secretary.

Part 4 – Treasurer

The treasurer has the care and custody of all monies belonging to the organization and is solely responsible for such monies or securities of the organization. He/she must be one of the officers who signs checks or drafts for the organization. No special fund will be set aside that makes it unnecessary for the treasurer to sign the checks issued upon it. The treasurer deposits in a regular business bank or trust company the funds of the organization, except that the board of directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the state of Texas. He/she provides a written account of the finances of the organization at stated periods as determined by the board of directors, and such report is physically affixed to the minutes of the corresponding meeting of the board of directors.

Part 5 – Compensation

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed as to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Section 9 – Vacancies

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the balance of the year.

Section 10 – Resignation, Termination, and Absences

A board member may resign by filing a written notice with the secretary. A board member may be terminated from the board due to excess absences. A board member may also be removed from the board for other reasons by a three-fourths majority vote of the remaining directors.

Section 11 – Special Meetings

Special meetings of the board of directors shall be called by the president or by one-third of the directors. The secretary shall send out notices of special meetings to each board member at least 30 days in advance.

AMENDMENT ARTICLE FIVE Advisory Board

Persons, institutions and/or organizations, members or not, may be appointed by the Board of Directors to a non-voting Advisory Board to be available at request of the officers or Board of Directors to render advice or opinions including suggestions for nomination of individuals to the Board of Directors.

Section 1 – Qualification

Appointment to the Advisory Board will be based on the fact that those individuals, institutions and/or organizations embrace the shared goals of conservation, historical accuracy, genetic integrity, and public education.

Section 2 – Emeritus

Each former president of the corporation shall become a member of the Advisory Board and shall continue in that capacity until his/her death, resignation, or removal by the Board of Directors.

Section 3 – Removal and Expulsion

The Board of Directors, by two-thirds majority vote, may remove any member of the Advisory Board without cause.

Section 4 – Meetings

Members of the Advisory Board may attend any duly called meeting of the corporation in person or by telephone.

ARTICLE SIX Order of Business

Section 1 – Annual Meeting

1. Calling the meeting to order by the president
2. Reading of minutes of previous meeting and acting thereon
3. Annual address of the president
4. Report of the treasurer
5. Reports of committees and old business
6. Election of board of directors
7. Election of officers
8. Unfinished business
9. New business
10. Matters to be presented from the floor
11. Adjournment

Section 2 – Board of Directors Meeting

1. Calling the meeting to order by the president
2. Reading of minutes of previous meeting and acting thereon
3. Report of the treasurer
4. Reports of committees and old business
5. Unfinished business
6. New business
7. Matters to be presented from the floor
8. Executive session
9. Adjournment
- 10.

Section 3 – Special Meeting

1. Calling the meeting to order by the president
2. Reading of minutes of previous meeting and acting thereon
3. Address of the president
4. Report of the treasurer
5. Report of committees
6. Special business
7. Adjournment

ARTICLE SEVEN Committees

Section 1 – Committee Formation

The board of directors shall appoint all committees of this organization and their duration shall be for a period of one year unless terminated by the action of the board of directors.

ARTICLE EIGHT Amendments

Section 1 – Amendments

These bylaws may be altered, amended or repealed by a two-thirds majority vote of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE NINE Conflict of Interest

Section 1 – The members of the board of directors, member of a committee with governing board delegated powers and all employees of the Cattlemen’s Texas Longhorn Conservancy shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety in the disbursement of funds.

Section 2 – Said individuals shall not participate in the solicitation, negotiations, formation, award, arbitration, modification, or settlement of any contract or grant or of any dispute arising under such contract or grant when the participant stands to benefit directly or indirectly.

Section 3 – Any member of the board of directors or member of a committee with governing board delegated powers having directly or indirectly a personal interest in any matter under consideration by the board shall make a prompt, full, and frank disclosure of the interest.

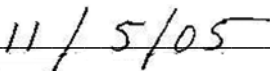
Section 4 – The direct or indirect personal interest of a family member, or of any third party with whom the member, directly or indirectly, has a pecuniary relationship, shall be deemed to be in the personal interest of the member and, thus, constitutes a conflict of interest.

Section 5 – If a breach of this policy is determined to have occurred, the board of directors may take action deemed appropriate in light of all the relevant facts and circumstances. Such action may include a formal reprimand, a suspension with or without pay, termination of employment, or the removal of a member from the board of directors.

CERTIFICATION

The board of directors approves these bylaws by a two-thirds majority vote on.


Secretary


Date