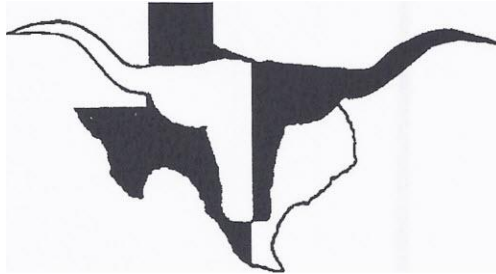


BY-LAWS
NORTH TEXAS LONGHORN BREEDERS ASSOCIATION
A NOT FOR PROFIT ORGANIZATION



ARTICLE I: ORGANIZATION NAME

1.00: The name of the Association will be North Texas Longhorn Breeders Association. This Association will operate as a 501 (c)(3) Not For Profit Organization.

ARTICLE II: PURPOSE

2.01: The purpose of this association is to preserve and promote the Texas Longhorn breed of cattle and the fellowship of its members, but not limited to any geographical area. This may be done by organizing and conducting shows, seminars, sales, tours, field days and any other legal and honorable means to achieve this purpose.

2.02: It shall at all times function for the benefit of the breed and its members collectively.

2.03: It shall operate in harmony with the Texas Longhorn Breeders Association of America which is the parent Association and is the recognized official registry of Texas Longhorn cattle. At no time shall it be construed to be a registry or in competition with the Texas Longhorn Breeders Association of America.

2.04: The principal office of this Association shall be located in the City, County and State of the residence or office of the current elected President of the Board of Directors

ARTICLE III: MEMBERSHIP

3.01: Membership in this Association shall consist of (1) Active; (2) Associate; (3) Honorary; (4) Lifetime; (5) Junior Members

3.02: Active Member: An Active member shall be a reputable breeder and owner of The Texas Longhorn breed of cattle and of good character who has an interest in cattle registered in the Association. Individuals, Partnerships, Corporations, Organizations, Governmental Agencies and Estates of deceased persons may become Active members

3.03: Associate Member: May be granted to any of the above of reputable character not necessarily a breeder, but interested in the promotion of the best interests of the Texas Longhorn breed of cattle. An Associate Membership is classified as a non-voting member.

3.04: Junior Member: May be granted, upon payment of appropriate fees, to individuals up to 18 years of age. A Junior member will have all rights of membership except voting privileges

3.05: Honorary Member: The Board of Directors may award Honorary memberships from time to time to those individuals who merit special recognition for their efforts in furtherance of the aims and objectives of the Association. Honorary members will not be required to pay dues

3.06: Lifetime Member: Lifetime memberships may be granted, upon payment of appropriate fees, to any reputable breeder and owner of the Texas Longhorn breed of cattle and of good character who has an interest in cattle registered in the Association. The Lifetime memberships are restricted to individuals.

3.07: Application for membership and/or membership classifications shall be passed upon by a majority vote of the Board of Directors at a regular meeting.

3.08: Yearly dues are payable each March.

3.09: The Board of Directors, by an affirmative vote of two-thirds of the Board, may suspend or expel a member for cause after an appropriate hearing and constituted meeting may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article III (3.08) of the By-Laws.

3.10: Each regular (voting) member shall have one vote on each matter submitted to a vote of the members.

ARTICLE IV: OFFICERS

4.01: The officers of this Association shall consist of President, Vice President, and Treasurer.

4.02: A Nomination Committee appointed by the President, composed of a Chairperson, plus three additional Directors, will present a slate for nomination of officers. The slate of nominees will be presented to the general membership at the general membership meeting, by way of a written ballot. Open nominations will be accepted from the general membership at the general membership meeting, provided the nominee is eligible to be an officer and is willing to serve as such. After the presentation of the slate of nominees by the nomination committee and the closure of nominations from the general membership, voting shall then take place by written ballot. The nomination committee will collect and count the ballots and present the results to the general membership by the conclusion of the general membership meeting.

4.03: Any office that may become vacant shall be filled by the Board of Directors, but such appointee shall hold office only until the next meeting for the election of officers.

4.04: The officers shall serve without pay, but be reimbursed for any monies expended in the performance of their official duties.

4.05: The President and Vice President may serve successively for no more than three (3) terms of one year each, but shall be eligible for re-election after one term out of office.

4.06: PRESIDENT: Shall be a current member of the Board of Directors with membership in good standing. The President shall preside at all meetings of the members, meetings of the Board of Directors; generally oversee the affairs of the Association and performance of duties by other Officers and Directors. The President shall report to the annual meeting of members and make such recommendations to the Association as the President may deem advisable. Upon approval by the majority of the Board of Directors, the President shall appoint a Secretary, which shall keep exact minutes of the meetings of the Board of Directors and the Association. Also, a Membership Chairman shall be appointed to be the custodian of the official list of all members of the Association and be responsible for the maintenance of this list and for the collection of the annual membership dues of all members. Other committee chairmen may be appointed as required. Appointed positions shall serve without pay.

4.07: VICE PRESIDENT: Shall be a current member of the Board of Directors with membership in good standing. The Vice President shall act in the absence of the President, under the direction of the Board of Directors, to perform the duties of the President in case of the President's absence or inability to act.

4.08: TREASURER: Shall be a current member of the Board of Directors with membership in good standing. The Treasurer shall be custodian of the funds and securities of the Association and shall deposit, invest or otherwise dispose of the same, as the Board may order.

ARTICLE V: MEETING OF MEMBERS

5.01: Annual meeting is to be held on or near the first weekend of October each year, at a location to be selected by the Board of Directors. Thirty (30) days written notice shall be given members of each annual meeting for the purpose of electing officers and directors and conducting the business of the Association. This notice shall specify the time, place and purpose of such meetings. Special meetings may be called by the President or a majority of the Board with ten (10) days written notice specifying the time, place and purpose of the special meeting.

5.02: Any action required by law to be taken at the meeting of the members, may be taken without a meeting, if consent in writing setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Only current Active and Lifetime members in good standing shall have voting privileges providing that membership has an unqualified full ownership interest in a least one (1) Longhorn animal whose registry is with the TLBAA. An Active membership, other than individuals, shall designate in writing, one (1) person to act for the membership, including but not limited to, voting rights. The designated person as shown on TLBAA records may only vote one membership. Said person acting for membership will be recognized as representing same until changed in writing. An individual representing an active or lifetime and/or other multiple memberships may cast only one ballot.

5.03: A Quorum is required of the voting members to proceed with a vote.

QUORUM: For the purpose of an annual or special called meeting, a quorum shall consist of fifty (50) or more voting members or 10 of the total voting membership present in person, whichever shall be the least.

ARTICLE VI: BOARD OF DIRECTORS

6.01: The Board of Directors shall have the duties of general supervision of all business affairs of the Association and shall have full authority in connection with all matters pertaining to shows, sales, seminars and other member functions conducted by the Association. A majority of the Board of Directors shall constitute a quorum to transact business. A majority of the Board of Directors shall consist of five (5).

6.02: When it appears that a meeting of the Board of Directors in person is unlikely, it shall be the duty of the President to notify each Director if issues requiring immediate vote is required.

6.03: The Board of Directors, or their duly authorized appointee for the purpose, shall annually audit the books and records of the Treasurer.

6.04: The Board of Directors shall meet on a quarterly basis or as the President deems necessary.

6.05: Vacancies of Officers or Board of Directors of the Association shall be filled by the Board of Directors and such person or persons so chosen shall serve for the unexpired term of his predecessor and until a successor is elected.

6.06: The Board of Directors shall consist of eight (8) members in good standing, who shall be elected by the members present at the regular annual meeting of the Association; each holding office until their successor (s) is elected.

6.07: The term of office for a Director shall be three (3) years, however elections shall be regulated in such a manner that the terms of not more than three (3) Directors shall expire at the same time.

6.08: It shall be the responsibility of the Board member to notify the Secretary if he/she will be unable to attend any scheduled meeting or Association activity prior to the function. Email will constitute as written notification of scheduled meetings or activities.

6.09: In the event any Officer or Director is absent from two (2) consecutive meetings, the member shall be notified in writing of such default. Keep in mind, that when you accepted the position, you made a commitment to the Association. The notice shall include the dates of the 2 consecutive absences and as a result, termination may occur after reasonable review by the Board of Directors.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01: The Board of Directors may authorize any officer or officers, agent or agents, of the Association, in addition to the officers so authorized by the By Laws, to enter into any contract.

7.02: All checks, drafts, or orders for the payment of monies, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be from time to time be determined by resolution of the board of Directors. In the absence of such, determination by the Board of Directors, such instruments shall be signed by the Treasurer, or President of the Association.

7.03: All funds of the Association shall be deposited from time to time to the credit of this Association in such banks, or other depositories as the Board of Directors may select.

7.04: The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest of devise or the general purposes or for any special purpose of the Association.

ARTICLE VIII: CERTIFICATION OF MEMBERSHIP

8.01: The Board of Directors may provide the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President. The name and address of the member and the date of issuance of the certificate shall be entered into the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.

8.02: When a member has been elected for membership, has paid the appropriate fee and has been approved by the Board of Directors, a certificate of membership shall be issued in the name of the new member and delivered by the Treasurer.

ARTICLE IX: BOOKS AND RECORDS

9.01: The Association shall keep correct, accurate and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors and shall keep, at the registered or principal office, a record giving the names, and addresses of the members entitled to vote in the Association. A books and records of the Association may be inspected by any member or their agent or representative for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

10.01 The fiscal year for the Association shall commence January 1 and end on December 31 of the same year.

ARTICLE XI: SHOWS AND SALES

11.01 The rules and regulations governing qualifications for entry in all shows and sales under the sponsorship and management of the Association shall be determined by the Board of Directors and sanctioned by the Texas Longhorn Breeders Association of America.

ARTICLE XII: WAIVER OF NOTICE

12.01: Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By Laws of this Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII: AMENDMENTS TO BY LAWS

13.01: These By Laws may be altered, or amended by a vote of a majority of the members of the Board of Directors, provided that such changes shall become effective only if and when confirmed by a majority vote of the members voting in person at the annual meeting of the Association. Proposed By Law changes must be presented in writing to the Board of Directors no less than two months prior to the annual meeting. A proposed change in the By Laws when approved by the Board of Directors will be published and forwarded to all members no less than thirty days prior to the annual meeting.

ARTICLE XV: PARLIMENTARY AUTHORITY

15.01: "The Everything ® Robert's Rules Book, Adams Media, 2004" will be used as the governing manual for parliamentary procedure.

President

Dated