

BYLAWS OF THE NORTH AMERICAN SOUTH DEVON ASSOCIATION

ARTICLE I

Purposes and Objectives

1. The purpose of this Association is to foster the development and promotion of the SOUTH DEVON breed of cattle.
2. This Association is open to all persons interested in, or breeders of, South Devon purebreds or crossbreds, and who desire a uniform system of evaluation and certification.
3. The first objective is to maintain registration records of cattle of South Devon breeding. In addition to information on ownership, identification, and ancestry, the registration record shall include such performance data on traits of economic importance as are required under the Rules & Regulations.
4. The second objective is to provide, maintain, and publish a Herd Book in which the prescribed information will be recorded. This may include provisions for uniform data processing, analysis and certification of cattle records for the breeders. There shall also be provided, maintained and published, as a part of the Herd Book, a separate register whose purpose will be the listing of only those animals derived from originally imported fullblood stock from England and their offspring, and animals of 31/32 blood or higher.
5. The third objective is to make periodic analysis of this data as a national sire summary and publish them for the guidance of the breeders and promotion of the breed.
6. The fourth objective is to prepare and dispense printed materials and to provide - other support and services as deemed necessary and useful for the development and promotion of the breed.

ARTICLE II

Membership

1. Application for membership must be made in writing to the North American South Devon Association.
2. The Board of Directors shall have the power to accept or reject any applications for membership. The Board of Directors shall also have the power to suspend or expel any member

who conducts THEMSELVES in a manner detrimental to the Association, or who fails to comply with the Rules and Regulations, without refund of membership fee.

3. A member whose membership has been revoked must make a written application for reinstatement, and can be reinstated only after having been recommended by a majority vote of the Rules and Ethics Committee.

4. Legal partnerships or incorporated companies shall specify in writing the person authorized to vote or act on their behalf at any meeting of the Association or to sign registration or transfer applications.

5. If NASDA receives notification from its bank that a member's check is bad, NASDA office will notify the member that the check is being presented for payment a second time. If the check does not clear that time, NASDA office will notify the President. The President or the President's designee shall notify the member by certified mail, return receipt requested, that if a certified check, a cashier's check, postal money order, or wired funds are not received within ten (10) days of the letter being sent, the member is automatically suspended from all Breed activities including registrations, transfers, and shows for a one (1) year period. Reinstatement will only take place after all dues and financial obligations are paid with the current prime rate of interest applied and with NASDA Board of Directors approval. At the time of suspension, the collection will be turned over to legal counsel.

6. If any member issues two (2) bad checks to NASDA, they must handle all finances thereafter by cash, certified check, cashier's check, postal money order, or wired funds.

7. Memberships inactive (dues unpaid and inactive for 12 months) will be dropped from membership. Once dropped, another initiation fee is required to reactivate the membership.

ARTICLE III

Classification of Members

1. Active members shall be interested persons who have paid the prescribed membership fee, applied and been accepted for membership according to the following classifications:

A. Founding Members shall be the first one hundred (100) individuals who apply and are accepted for Founding Membership. They shall be voting members and are entitled to all rights and privileges of the Association.

B. Active Members shall be those individuals, partnerships, or corporations who apply and are accepted for Active Membership. They shall be voting members entitled to all rights and privileges of the Association as long as they remain in good standing. The

membership of a deceased member will apply to his estate for one (1) year after his death.

C. Associate Members shall be individuals, partnerships, or corporations who apply and are accepted for Associate Membership. They are given all of the rights and benefits of a NASDA Active Membership other than the right to vote and right to register or transfer cattle at member rates.

D. Junior Members shall be those individuals Twenty-one (21) years of age and under who are not entitled to vote or hold office, but otherwise have all rights and privileges of the Association and shall become Active Members automatically on the January 1st following their twenty-first (21st) birthday upon payment of the annual Active Membership dues for that year. Junior Members must submit evidence of age and birth date.

E. Honorary institutional Members may be awarded by NASDA Board of Directors approval to school FFA programs that maintain registered cattle herds in their program where there is a need to register and transfer cattle. Such honorary memberships are not required to pay initiation fees or yearly dues. They may register and transfer cattle at Active Member rates but have no vote in NASDA activities.

F. Inactive Members shall be Active Members who have not paid prescribed annual dues.

ARTICLE IV

Board of Directors

1. The affairs of the association shall be managed by a Board of Directors. A quorum shall consist of five (5) members in attendance at any Directors meeting.
2. For the first three years, the Board of Directors shall consist of no more than thirteen (13) of the Founding or Active Members who shall each serve for a period of three years.
3. At the end of the first three (3) years, the Board of Directors may expand to no more than fifteen (15) of the Founding or Active Members. They shall serve as follows:
 - One third of the Directors for a three (3) year term;
 - One third of the Directors for a two (2) year term;
 - One third of the Directors for a two (2) year term;Thereafter, all Directors shall be elected for three (3) year terms.
4. Only paid-up Active and Founding Members in good standing may be Directors. Each Director shall be limited to three (3) consecutive three (3) year terms, and shall again be eligible for re-election after a one (1) year absence. Replacements for resigned or deceased Directors may be appointed by the Board to serve until the next election.

5. The Directors shall elect from their own number a President, Vice President, and Treasurer. They may hire an office secretary.
6. Elected officers shall serve for a one (1) year term with a limit of two (2) consecutive terms.
7. Any Director missing two (2) consecutive Board Meetings shall be deemed to have submitted his/her resignation which shall be acted upon by the Board, and which may either be accepted or rejected by the Board. Board members may vote by conference call and the cost of the conference call will be born equally by the members on the telephone. Board members must physically attend at least one (1) Board meeting each year.
8. The nomination of Active Members for a position on the Board of Directors of NASDA will take place as follows:
 - A. On or before July 1 of the year prior to the seating of new or re-elected NASDA Directors, the Certified Public Accountant of NASDA shall mail to all Active Members in good standing a nomination ballot containing blanks equal to the number of positions to be filled.
 - B. In order for members to be eligible to nominate or to be nominated they must have been members on or before January 31 of the year of the election. Members in good standing are those having all accounts with NASDA paid in full that were incurred on or before May 1 of that year and have that current year's dues paid.
 - C. The eligible membership shall submit their signed and dated nominations to the office of the CPA with a postmark of no later than August 1 of that year.
 - D. The CPA shall tabulate the results and shall determine the nominees by the number of nominations they receive. He/she shall place on the ballot a number of successful nominees equal to two (2) times the number of positions to be served after contacting the nominees to determine their willingness to serve. Only those willing to serve will be placed on the ballot and if any successful nominee is not willing to serve, the next highest nominee will take his place on the ballot. In the event of a tie for the last position additional nominees will be placed on the ballot.
 - E. The CPA shall furnish to each member of the current NASDA Board of Directors a certified report of the results of the count of all nominations received and who has been placed upon the ballot.
9. Election to the Board of Directors of NASDA will take place as follows:
 - A. On or before October 1, NASDA CPA shall mail the election ballots to all Active Members in good standing listing the nominees.
 - B. In order for members to be eligible to vote or to be elected they must have been members on or before January 31 of the year of the election. Members in good standing

are those having all accounts with NASDA paid in full that were incurred on or before August 1 of that year and have that current year's dues paid.

C. The eligible membership shall submit their signed and dated ballots to the office of the NASDA CPA with a postmark of no later than November 1 of that year.

D. The CPA shall tabulate the results and the election of the Directors will be final.

E. The CPA shall furnish to each member of the current NASDA Board of Directors a certified report of the counting of the election ballots.

F. In the case of a tie, the successful nominee shall be the one having received the greatest number of nominations. Should the number of nominations be identical then the successful nominee shall be the one having seniority as a NASDA member.

10. Directors' Terms

A. The terms of the Board of Directors shall begin on January 1 following the election and continue for the period specified in Article IV, 3.

B. The elected officers of President, Vice President and Treasurer shall continue to serve past the period specified in Article IV, 3 in the NON VOTING CAPACITY until the adjournment of the Annual Membership Meeting following the election. The newly elected officers shall assume duties at that time

ARTICLE V Officers

1. President

He/She shall be the chief executive officer of the Association. He/She shall preside at all general meetings and shall be the Chairman of the Board of Directors and do all such and things in addition thereto as the Board of Directors may, from time to time, request.

He/She shall preside at each annual meeting, and make a report of the activities of the Association and shall call meetings of the Directors when required. The President shall be an Ex-officio Member of all committees.

2. Vice President

He/She shall assume the duties of the President in the event of his/her absence or resignation from office.

3. Treasurer

He/She shall serve as Chairman of the Finance Committee and perform all duties and functions conferred upon or required of him/her by the Board of Directors. He/She shall make a financial report to the Board of Directors at each meeting and an annual report to the membership meeting.

4. Past President

The outgoing Past President shall be a fully vested member of the Board of Directors through the term(s) of the succeeding President. (The Past President's term as a Director is automatically extended as necessary.) The Past President shall coordinate transition of newly elected officers and be available for consulting with the President and other officers as necessary. The Past President shall be a member of the Executive Committee.

Each person who shall serve as a Director or 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/she 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 Board of Directors 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 negligent, guilty of misconduct, or otherwise derelict in the performance of his/her duty as an Officer or Director. The right of the indemnification here in provided shall not be exclusive of other rights to which said person may be entitled as a matter of law.

ARTICLE VI Committees

1. Appointment and Duties

The Association shall have the following standing committees, appointed by the President; and, in addition, such other committees as the President may appoint from time to time. Each committee shall consist of a chairman, and as many NASDA members in good standing as shall be considered necessary by the President with at least one member of each such committee also being a member of the Board of Directors.

A. Executive Committee: This committee shall consist of the President, Vice President, past President, Treasurer, and one other Director to be appointed by the Board of Directors; with the President as Chairman, It shall be their duty to conduct the affairs of the Association between Directors meetings and carry out the instructions of the Board of Directors.

B. Rules and Ethics Committee: It shall be the duty of this committee to interpret all Rules and Regulations and to recommend such changes as they deem necessary to the Board of Directors for their approval. It shall also be the duty of this committee to interpret rules and regulations of this Association and to act on complaints, violations, and disputes concerning the rules and to recommend appropriate action to the Board of Directors.

C. Finance Committee: The Treasurer shall be the Chairman of this committee. Their purpose shall be to prepare a budget and submit it to the Board of Directors for their approval. They shall also make recommendations to the Board of Directors for the investment of available funds.

D. Promotion and Breed Relations Committee: The Vice President shall be the Chairman of the PBR Committee. The duties of the PBR Committee shall be the general promotion of the South Devon breed and relations with other breed associations.

ARTICLE VII

Meetings

1. Membership Meetings:

A. An Annual Membership Meeting shall be held once in every calendar year with a maximum of thirteen (13) months between meetings. The time and place shall be designated by the Board of Directors. All members will be notified either by letter or in the official organ of the Association at least thirty (30) days prior to such meeting. Special business shall be mentioned in the notice of the meeting.

B. The Order of Business at the Annual Meeting shall be as follows:

- (1) Call to Order.
- (2) Minutes of the last Annual Meeting read and approved.
- (3) Treasurer's Report.
- (4) Reports from the Board and Standing Committees.
- (5) Old Business.
- (6) New Business.
- (7) Adjourn.

C. A quorum for the Annual Membership Meeting shall consist of twenty (20) percent of the Active Members in good standing who are actually present on each single issue being voted on. The Executive Committee of the Board of Directors shall establish rules on how these ballots may be counted and tallied on any vote. The rules for tallying the ballots shall be distributed to the Membership simultaneously with the Notice of the Meetings and the issues to be voted upon.

D. Procedure at all meetings of the membership, of the Board of Directors and of any committees thereof, except as provided by the Bylaws, or the Articles of incorporation shall be governed by the latest edition of Roberts Rules of Order.

- E. Special membership meetings may be held at the discretion of the Board of Directors. All members will be notified by letter or in the official organ of the Association at least thirty (30) days prior to the meeting date. The special business shall be mentioned in the notice of the meeting.
- F. Only Founding and Active Members who are in good standing and whose memberships are paid up are entitled to vote at any Association meeting.

2. Board of Directors Meetings:

- A. A regular meeting of the Board of Directors shall be held each year in conjunction with and at the same place as the Annual Membership Meeting. Notice of the Membership meeting shall contain a notice of the Directors' meeting.
- B. In addition to the meeting provided for in paragraph A above, the Directors shall meet at least annually at a time and place to be selected by the President or Board of Directors.
- C. Special meetings of the Board of Directors may be held on call of the President by giving fifteen (15) days notice in writing of the time, place and purpose.
- D. Special meetings of the Board of Directors shall be called by the President upon demand by any three (3) or more Directors.

ARTICLE VIII

Amendment of Bylaws and Rules

- 1. The Bylaws and the Rules and Regulations of the Association may be amended by the Board of Directors by an affirmative vote of two-thirds of the vote cast, Notice, however, of all proposed amendments must be made in writing to all members of NASDA at least thirty (30) days prior to any meeting at which such amendments are to be considered and voted upon and must be included in the notice to the members of the Board of Directors calling the meeting
- Board of Directors Meetings: