



## **BYLAWS**

### **ARTICLE 1**

#### **Name of Organization**

The organization named Cattlemen's Texas Longhorn Registry is designated a 501(c)5 Texas nonprofit corporation, founded June 25, 1990, EIN 74-2561195.

### **ARTICLE 2**

#### **Purpose**

Texas Longhorn Cattle of the highest quality shall always be the foremost priority of the Cattlemen's Texas Longhorn Registry. It is the deliberate and formulated intent, attainable objectives and perpetual goals of the Cattlemen's Texas Longhorn Registry:

1. to recognize and make known true Texas Longhorn Cattle as a distinct and unique breed in order to preserve, protect, and further the unequalled legacy of the cattle that all the world came to know as the Texas Longhorn;
2. to promote sound conservation breeding practices;
3. to preserve the purity;
4. to recognize present breeders;
5. to encourage others to develop and maintain records and herds of high quality which will be registered with the Cattlemen's Texas Longhorn Registry so as to preserve for posterity this magnificent and legendary breed of cattle;
6. to promote the use of its naturally evolved unique gene pool of true economic value by cattlemen throughout the industry in both registered and crossbreeding programs;

7. to support research and educational projects of the Cattlemen's Texas Longhorn Conservancy;

And

8. to do any and all other things as may be in any good interest, and including the establishment of high credibility through total integrity and the positive advancement of true Texas Longhorn Cattle as well as the creation and maintenance of shared fairness among all members of the registry and none of which shall be for monetary profit of this registry.

## **ARTICLE 3**

### **Membership**

#### **Section A — Qualification**

Membership in this registry shall consist of (a) Active (b) Individual Lifetime (c) Transferrable Estate Lifetime designating one voter per membership when appropriate fees as scheduled in the CTLR Rules & Regulations are paid in full, and (d) Honorary memberships.

#### **Active Membership**

Shall only be individuals, partnerships, corporations, organizations, governmental agencies and estates of deceased persons, of good reputation, who wholly own Texas Longhorn Cattle entered into this registry and who actively engage in breeding and registration of those cattle in accordance with the rules of this registry.

1. A membership must be in good standing and dues must be current and paid in full a minimum of sixty (60) days prior to any registry business requiring a vote in order to be entitled to vote.
2. A voting active member must be designated as such and filed for record a minimum at sixty [60] days prior to any registry business requiring a vote, in order to be entitled to vote.
3. The membership must also be approved by the directorate as described in Article 2 Section B below in order to be entitled to vote.
4. Regardless of how a membership is styled for listing in the registry roster, it shall be entitled and privileged to only one vote.

#### **Lifetime Membership**

Shall be available to any individual who meets all the same requirements set out and described for Active Membership upon application and payment of fees to be set by the directorate. All points relating to Active members and voting shall apply to Lifetime Members.

1. This membership is for individuals; it is not transferable and can only be valid so long as this member is in good standing with this registry and for so long as this member lives.
2. The membership must also be approved by the directorate as described in Article 2 Section B below in order to be entitled to vote.

### **Transferrable Estate Membership**

Shall be available to any family who meets all the same requirements set out and described for Active Membership upon application and payment of fees to be set by the directorate. All points relating to Active members and voting shall apply to Transferrable Estate Members.

1. This membership is transferable to heirs upon the death of the applicant.
2. The Transferrable Estate Member shall enjoy all the same rights and privileges, including the right of one vote as the Active Member.

### **Honorary Membership**

The directorate of this registry may from time to time, after substantial evidence and careful deliberation, publicly recognize, award and bestow an Honorary Membership upon certain individuals, who beyond any doubt, have earned esteemed recognition for their efforts and actions which resulted in major positive advancement for Texas Longhorn Cattle.

1. Registry members may nominate individuals by submitting in writing the name and qualifications of nominees to the directorate to be studied and voted on by the directorate.
2. In no way shall this honor be granted based solely on popularity or political reasons.
3. Dues are not to be assessed and voting privilege is not granted.
4. The honoree need not be a member of this registry to receive this special award.

### **Section B — Method of Approval**

Application for membership, accompanied by the appropriate fee, shall be submitted and executed in full on Cattlemen's Texas Longhorn Registry forms and shall be passed unanimously at next ensuing electronic or face-to-face board meeting. Should there be one or more votes cast against acceptance of the applicant, those voting against must present evidence for membership denial of the applicant no later than the next board meeting and if evidence gives sustainable proof that the

applicant does not qualify, membership shall be denied and the applicant will be notified by letter and fees refunded.

### **Section C – Member Benefits**

Membership grants access to DNA analyses, cattle inspection, animal registration, notification of meetings and gatherings including inspection criteria training, and endorsement of stock purity by Cattlemen’s Texas Longhorn Registry.

### **Section D – Termination**

All interest and privileges as a member of this registry and its property shall cease with resignation or expulsion.

The directorate shall be empowered, and at its sole discretion, to deal with and resolve in any manner deemed necessary, acts of any kind when fraud, misrepresentation or irregularity is or may be involved. This includes but is not limited to suspension or expulsion of membership after informing the member of any charges, holding an informal hearing with witnesses and informing member of decision. Proceedings records shall be preserved in the files of the registry. Decisions shall be published to the membership.

By joining the registry, each member agrees that all witnesses and participants in such hearings shall be immune from any civil action whatever in the nature of libel, slander, invasion of privacy, defamation or product disparagement for statements made in the course of preparation for or at the hearing.

## **ARTICLE 4 Meeting of Members**

### **Section A – Annual Meeting**

The annual in-person business meeting of the registry membership for the election of directors and officers, and such other business as shall 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 sixty (60) days in advance of the meeting.

### **Section B – Special Meeting**

The president or a majority of the board of directors may call a special meeting of the registry by giving written notice to the membership, of the time and place of such meetings at least thirty (30) days in advance and of the business to be transacted at such meetings, provided, however, that no business shall come before such special meetings except that specified in the call.

Email and electronic communications are authorized for special meetings including electronic voting by members.

### **Section C — Qualified Voters**

Only Active, Lifetime, and designated voter of Transferrable Estate members in good standing as set forth in Article II are eligible to vote.

### **Section D — Quorum**

For the purpose of an election and transaction of business by the registry membership during the annual business meeting, a quorum shall consist of a majority of the directors or a majority of the total voting members present.

### **Section E — Voting Method**

Voting privileges as described in Article 2 Section A Parts 1 and 2 for Active, Lifetime, and Transferrable Estate Lifetime Memberships may be exercised in-person from the floor at the annual meeting.

1. All members are encouraged to attend annual meetings, however under adverse circumstances, it is permissible for active board members to vote by speaker phone or other electronic method when prior arrangements are made with the executive officer directing the meeting.
2. Any proof of collusion, vote buying, political pressure or any unethical manner to manipulate the floor vote is just cause for immediate expulsion from the membership.

## **ARTICLE 5 Directors & Officers**

The directorate shall consist of a minimum of three (3) and a maximum of nine (9) directors which shall include two (2) executive officers.

### **Section A — Powers & Duties**

1. Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.

2. Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
3. Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

The directorate shall manage all the affairs of the registry subject to the provisions and limitations of these bylaws.

1. The directorate shall from time to time enact, alter, amend or cancel any portion on the Rules and Regulations of the registry, subject to the provisions and limitations of the bylaws, as the directorate deems advisable for the proper conduct of the affairs of the registry.
2. Such Rules and Regulations shall be preserved in permanent form and shall be published, and copies thereof distributed to the membership.
3. The directorate may also initiate changes in the Bylaws as set forth in Article 8 of the Bylaws.

### **Section B — Board of Directors**

Directors will be duly elected from the voting membership, by the voting membership, and shall serve for three (3) year terms. These terms are staggered so three seats are available for election each year.

### **Section C — Qualifications**

Any person who is a voting member in good standing with this Registry shall be eligible to the directorate of this Registry.

### **Section D — Vacancies**

Vacancies in the officers or board of directors of the Registry shall be filled by the board of directors and any such person or persons so chosen shall serve for the unexpired term of his predecessor and until a successor is qualified and elected.

### **Section E — Director Emeritus**

The directorate shall, from time to time, at any meeting of the directorate pursuant to Article IV, Section C, recommended by two thirds (2/3) majority vote any current or past member of the directorate to be elected as a director emeritus at the next Annual Meeting of the Registry by a majority vote of eligible voting members in attendance. All director emeritus shall serve in perpetuity and enjoy all the privileges, powers, and duties of the directorate as set forth in Article

IV of the Bylaws. A quorum of the board shall continue to consist of a majority of the members of the board of directors exclusive of any director emeritus.

### **Section F – Advisory Council**

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

1. Qualification -- Appointment to the Advisory Board will be based on the fact that those individuals, institutions and organizations embrace the shared goals of conservation, historical accuracy, genetic integrity, and public education.
2. Emeritus -- Each former president of the CTLR shall become a member of the Advisory Board and shall continue in that capacity until his or her death, resignation, or removal by the Board of Directors.
3. Removal and Expulsion -- The Board of Directors, by a two-thirds majority vote, may remove any member of the Advisory Board without cause.
4. Meetings -- Members of the Advisory Board may attend any duly called meeting of the corporation in person or by telephone.

### **Section G – Parliamentary Procedure**

Robert's Rules of Order shall be directed by the President or officer presiding over the meeting.

### **Section H – Expulsion**

If any member of this Board shall be accused of any malpractice, mishandling of funds, misrepresentation, deception, fraud or any act or conduct which may endanger the good order, welfare or credit of the registry, the Board of Directors may remove a member from the Board by procedures outlined in Article 3, Section D.

### **Section I – Officers**

The executive officers shall consist of a President, Vice-President, and Treasurer.

1. President; The president shall preside at all meetings of the members; meetings of the board of directors; oversee the affairs of the registry and the performance of duties by other executive officers. He or she shall report to the annual meeting of the members and make such recommendations to the registry as he may deem advisable. The president must be an active board member.

2. Vice-President; The duties of the vice-president shall be to act in the absence of the president and under the direction of the board of directors, to perform the duties of the president in case of absence or inability to act. The vice president must be an active board member.
3. Treasurer; The treasurer shall be custodian of the funds and securities of the registry and shall deposit, invest or otherwise dispose of the same, as the board may order. He or she may, and with the consent of the board, hire a cashier and delegate to such cashier or other officer, and of the duties with which such treasurer is charged. The treasurer may be but is not required to hold an active board seat in order to fulfill the duties of the office.

## **ARTICLE 6**

### **Election of Officers**

A minimum of two (2) of the duly elected shall serve as the executive officers.

1. Following the election of directors at each annual meeting, the executive officers shall be elected.
2. The executive officers shall be elected from the directorate by the directorate.
3. Upon election, the President, Vice-President, and the Treasurer shall serve for a term of one (1) year and until their successors shall have been chosen and have qualified.
4. Removal of any officer requires a unanimous vote by the remainder of the board having performed due diligence in procedures outlined in Article 3, Section D.
5. Vacancies may be filled by appointment by the board until the next annual election.
6. At the end of their term of one (1) year, the directorate may re-elect or renew any of the executive officers as decided by vote of the directorate.

## **ARTICLE 7**

### **Committees**

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 8**

### **Conflict of Interest**

The members of the board of directors, member of a committee with governing board delegated powers and assigns of the Cattlemen's Texas Longhorn Registry shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety.

**ARTICLE 9**  
**Indemnification**

Cattlemen's Texas Longhorn Registry shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the nonprofit corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

This Article constitutes a contract between Cattlemen's Texas Longhorn Registry and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, employee or their heirs under this Article shall apply to such officer, director, or employee or their heirs with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE 10**  
**Amending the Bylaws**

These bylaws may only be altered as follows:

1. A majority of the directorate may recommend amendment of these bylaws and an amendment shall become effective only if and when confirmed by two-thirds (2/3) majority vote of the members voting.
2. Proposed bylaws changes can be presented by voting members to the directorate in writing and must be submitted no less than ninety (90) days prior to the annual business meeting. A proposed bylaw changes when recommended by the directorate shall be published and forwarded to all members no less than thirty (30) days prior to the annual meeting or special meeting specific for that call.
3. These bylaws may be amended from the floor and confirmation shall require a majority of three-quarters (3/4) of the floor vote, mailed in votes cannot and shall not be included in a floor vote.

**ARTICLE 11**  
**Ratification**

