BY-LAWS OF THE
NORTHEAST HIGHLAND CATTLE ASSOCIATION

ARTICLE I Purpose of the Association

Section 1. To Promote Highland Cattle.

Section 2. Disseminate Information to the Association.

Section 3. Encourage Improvement of the Highland Cattle.

Section 4. Be a Source of Information for Breeders and Prospective Buyers.

Section 5. This Association shall be named Northeast Highland Cattle Association

ARTICLE II

This Association will become affiliated with the American Highland Cattle Association according to the rules set forth by same.

ARTICLE III

Section 1. Membership fees shall be set by a vote of 2/3 of the Board of Directors, and approved by the Membership.

Section 2. Each paid membership exclusive of type is entitled to one (1) vote. (Ex. Family - one vote.)

Section 3. A Registry of paid memberships shall be kept by the Secretary/Treasurer.

ARTICLE IV

Section 1. General powers of the business and affairs of the Association shall be managed by a Board of ***nine (9)*** Directors, which shall exercise all the powers of the Association except such as are by law, the Articles of Incorporation or these By-Laws conferred upon or reserved to any successor or assigns. (**Approved by membership 5/15/04)**

Section 2. The Association shall be governed by a Board of ***nine (9)*** Directors, all elected by members at an annual meeting of the association. The Secretary/Treasurer need not be a director, but upon election will serve as an Ex-Officio Director. Directors shall be elected for a three (3) year terms. ***(*Approved by membership 5/15/04)**
Directors must be members of good standing with the American Highland Cattle Association.

Section 3. ***The President and Vice President shall be two (2) of nine (9) members of the Board of Directors. (*Approved by membership 5/15/04)**

Section 4. Vacancies in the Board of Directors, other than from expiration of a term in office, shall be filled by appointment by the President, and confirmed by two-thirds (2/3) remaining members of the Board, and the Director so appointed shall serve until the next regular meeting of the members of the Association.

If any Director shall be absent at two (2) successive annual meetings this fact shall be made to appear in the minutes of the second annual meeting from which he is absent and such Director shall thereupon cease to be a Director and shall be replaced upon the close of the second annual meeting from which he is absent.

Any action which may be taken at a meeting of the Directors or a committee, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action, by all the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. A majority of the Directors shall constitute a quorum.

Section 5. Compensation. Neither Directors nor Officers shall receive any compensation for their services *except for the Secretary/Treasurer, whose compensation shall be fixed by the Board*. (**Approved by membership 5/15/04)**

Section 6. Each Director shall serve a term of three (3) years. No Director shall serve for more than two (2) consecutive three (3) year terms. However prior serving directors may serve again if at least one (1) year has passed since the last term.

Notwithstanding the above, a person elected as President or Vice-President shall be allowed to serve out his or her term as such President or Vice-President, even if such serving out results in such person serving as a Director for more than six (6) years.
(Approved by membership 5/15/04)

ARTICLE V Rights and Liabilities of Directors

Section 1. Property Interest of Directors. No Director of the Association shall have any right, title or interest in or to any property or assets of the Association either prior to or at the time of any liquidation or dissolution of the Association, all of which properties and assets shall at the time of any liquidation or dissolution vest in an other non-profit organization relation to improving of beef cattle selected by the board.

Section 2. Non-liability for Debt. The private property of the Directors shall be exempt from execution or other liability for any debts of the Association, and no Director shall be liable of responsible for any debts of liabilities of the Association.

ARTICLE VI Annual Meeting of Members

Section 1. Regular annual meeting. The President of the Association will give at least thirty (30) days written notice of the time, date and location of the annual meeting of members which shall be held once a year as determined by the members of any previous meeting. A quorum shall consist of all members present. The members shall fill any vacancy in the Board of Directors, pass upon reports of the previous fiscal year and transact such other business as may come before the meeting as provided in Section 3 of this Article VI.

Section 2. Special Meetings. Special meetings of members may be called by the President of the Association within thirty (30) days of written notice thereof. Such notice shall be sent by the Secretary/Treasurer of the Association of direction of the President and shall fix the time, date and location of the special meeting and the purpose of said special meeting.

Section 3. Order of Business. The order of business at any regular meeting and so far as possible at all other meetings shall be as follows:
a: Calling to order and proof of quorum;
b. Proof of Notice of Meeting;
c: Reading and action on any unapproved minutes;
d. New Business
e. Reports of Officers and Committees;
f: Unfinished Business;
g: Election of Officers and Directors;
h. Adjournment.

ARTICLE VII Meetings of Directors

Section 1. Regular Annual Meeting. The regular annual meeting of the Board of Directors shall be held on the call of the President at such place in the United States of America as shall be designated in the notice of the meeting for the purpose of electing Officers, passing upon reports of the previous fiscal year, and transacting such other business as may come before the meeting. The Directors shall also meet within twenty-four (24) hours of the close of the annual members meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or by any three (3) Directors, and it shall thereupon be the duty of the Secretary/Treasurer to cause notice of such meeting to be given as hereinafter provided. The President or the Directors who call the meeting shall fix the time and place for holding of the meeting.

Section 3. Notice of Directors Meeting. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each Director not less than ten (10) days previous thereto either personally or by registered mail by or at the direction of the Secretary/Treasurer, by the President or any three (3) Directors calling the meeting. If mailed such notice shall be deemed to be delivered when deposited in the United Stated mail, addresses to the Director at his

address as it appears on the records of the Association with postage thereon prepaid.

Section 4. Quorum. A majority of the then members of the Board shall constitute a quorum, provided that if less than such majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time; and provided further that the Secretary/Treasurer shall notify any absent Director of the time and place of such adjourned meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VIII Officers

Section 1. Number. The Officers of the Association shall be a President, Vice President, Secretary/Treasurer, and such other Officers as may be determined by the Board of Directors from time to time to perform such duties as may be designated by the Board.

The President and Vice President shall be members of the Board. *The Secretary/Treasurer need not be a director, but upon election will serve as an Ex-Officio Director.* (**Approved by membership 5/15/04)**

Section 2. Election and Term of Office. The Officers shall be nominated annually by the Board at the regular annual meeting of the Board held prior to the regular annual meeting of the members.

The Nominees for Officers shall be presented to the membership at the annual meeting, at which time additional nominations, from among the Directors, will be accepted from the floor. Then the membership will vote by ballot for each Officer.

Section 3. The President and Vice President shall hold office for a term of two (2) years***. The President and Vice-President shall not hold office for more than one (1) consecutive two (2) year term.*** **(Approved by membership 5/15/04)**

Section 4. Removal of Officers and Agents by Directors. Any elected Officer or agent appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby without further approval of the members until the next succeeding regular annual meeting of members.

Section 5. President. The President shall:
a. Be the principal executive Officer of the Association, and unless otherwise determined by the members of the Board shall preside at all meetings of the members of the Board;

b. may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which signing and execution thereof shall be expressly delegated by the Board of by these By-laws to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed;

c. in general, perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice President. In the absence of the President, or in the event of his resignation, removal or inability to act, the Vice President shall perform the duties of the President, and who so acting shall have all the powers of the President. The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall:
a. keep the minutes of the meeting of the members and of the Board in one or more books provided for that purpose;

b. see that all notices are duly given in accordance with these By-laws or as required by law;

c. be custodian of the corporate records and of the seal of the association and affix the seal of the association to documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-laws;

d. keep a register of the names and post office addresses of all Directors;

e. have general charge of the books of the Association;

f. keep on file at all times a complete copy of the Articles of Incorporation and By-laws of the Association containing all amendments thereto (which a copy shall always be open to the inspection of any Director), and at the expense of the Association forward a copy of the By-laws and of all amendments there to each director;

g. in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the board;

h. have charge and custody of and be responsible for all funds and securities of the Association;

i. be responsible for the receipt of the insurance of receipts for all moneys due and payable to the Association and the deposit of all such moneys in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these By-laws; and

j. in general, perform all the duties incident to the office of Secretary/Treasurer, and such other duties as from time to time may be assigned to him by the board.

Section 8. Bonds of Officers. The Secretary/Treasurer and any other Officer or agent of the Association charged with the responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board shall determine. The Board in its discretion may also require any other Officer, agent or employee of the Association to give bond in such amount and such surety as it shall determine.

The cost of the bond or surety required shall be assumed by the Association.

Section 9. Compensation. The powers, duties and compensation, if any, of Officers, agents and employees shall be fixed by the Board.

ARTICLE IX Non-Profit Operation

The Association shall at all times be operated on a not-for profit basis, and no interest of dividends shall be paid or payable by the Association to any Director or member as such and shall be operated for the charitable purposes for which said Association was created.

ARTICLE X Financial Transactions

Section 1. Contracts. Except as otherwise provided in these By-laws, the Board may authorize any Officer or Officers, agent or agents, to enter into any contract of execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general of confined to the specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, and all the notes, bonds or other evidences of indebtedness issued in the name of the Association shall be signed by such officers, agent or agents, employee or employees of the Association and by resolution of the Board

Section 3. Deposits. All Funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the Board may select.

Section 4. Fiscal Year. The fiscal year of the Association shall begin on the first day of the year.

Section 5. The President shall annually appoint a committee of three (3) non-Directors to audit the books and to report to the members at the annual meeting.

ARTICLE XI Miscellaneous

Section 1. Waiver of Notice. Any Director may waive in writing any notice of a meeting required to be given by these By-laws. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting by such Director except in case a Director shall be at end of a meeting for the express purpose of the objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

Section 2. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation, or these By-laws as it may deem advisable for

the management of the business and affairs of the Association from time to time, and rules for admission, suspension and expulsion from the Association; provided, however that such rules and regulations initially shall be approved by a majority of the members.

ARTICLE XII Amendments

Section 1. Only Highland cattle owned by NEHCA members may participate in any NEHCA sponsored event.

Section 2. The board has the ability to suspend or expel any member for actions deemed detrimental to the Association.

Section 3. Incorporate current Show and Sale rules.

These By-laws may be altered, amended or repealed or rules and regulations modified by the affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting, approved by the members at any regular annual meeting or special meeting called for the purpose, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Notwithstanding the foregoing, Section 3 of Article IV and Article IX of these By-laws may not be altered, amended or repealed.

Bailey Markwell

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Secretary/Treasurer

CERTIFICATE

I, the undersigned, Secretary/Treasurer of the Northeast Highland Cattle Association hereby certify that the above is a true copy of the By-laws of said Association duly adopted and in full force and effect.

Bailey Markwell

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Secretary/Treasurer

Date
5/3/2014