

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

ARTICLE ONE
Name, Purpose

Section 1 - The name of the organization is 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.

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. Purpose may include acquisition and transfer of property and fundraising and investing of money to support the organization's achievement of its mission.

ARTICLE TWO
Non-member Organization

Section 1 – Cattlemen's Texas Longhorn Conservancy has no public members. The organization's members are its directors. Control of the organization's structure and affairs is limited to the directors and officers. The autonomous organization works in cooperation with the board of the Cattlemen's Texas Longhorn Registry on research projects pursuant of corresponding objectives.

Section 2 – Resignation and Termination

A director may resign by filing a written resignation with the secretary. Directors can also be terminated by a unanimous vote of the other directors.

ARTICLE THREE
Meeting of Board of Directors

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 all directors at least 45 days in advance of the meeting. Annual Meetings may be held in-person, via phone conference or electronic video conference.

Section 2 – Special Meetings

Special meetings may be called by the president or a majority of the board of directors. The petition must be filed with the secretary of this organization and appropriate notice given to all directors. Special Meetings may be held in-person, via phone conference or electronic video conference.

Section 3 - Notice of Meetings

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

Section 4 – Quorum

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

Section 5 – Voting

All issues brought to a vote shall be decided by a simple majority of those voting directors present at the meeting in which the vote takes place. Special issue-specific votes may be called via email after thorough discussion among the board.

ARTICLE FOUR Board of Directors

Section 1 – Board role and size

The business of this organization shall be managed by a board of directors consisting of a minimum of three (3) and maximum of nine (9) directors, which shall include four (3) executive officers. A maximum of three (3) directors may 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 in perpetuity until they wish to resign or are requested to do so by the rest of the board.

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

All members of the Board of Directors make up the Nominating Committee for new directors. Nominees will be scrutinized for:

- Proven leadership
- Previous board experience
- Knowledge and experience
- Diversity
- Experience with related organizations
- Current or prior CEO, COO, or CFO level experience
- Skillset-including finance, legal, auditing, government affairs, public relations, community experience, genetics or educational background, and knowledge of the organization’s projects and goals.

Section 5 – Board of Director Elections

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

Section 6 – Quorum

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

Section 7 – Officers and Duties

There shall be three officers of the board, consisting of a president, vice-president, and treasurer. The office of president and vice president must be held by separate individuals. The office of treasurer may be held by a third person or a dual job by one of the other executives. The office of secretary may be appointed by the board to a board member or other qualified and interested individual not serving as a director. Officer duties are as follows:

Part 1 – President

The president shall preside at all 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; and 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 - 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 4 – Secretary

The appointed secretary is the official custodian of the records and seal 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 correspondence of the organization; and exercises all duties incident to the position of secretary.

Section 8 – Compensation

No officer shall for reason of his office be entitled to receive any salary or compensation. 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 including

reimbursement for expenses such as travel to attend meetings or out of pocket for DNA samples and shipping.

Section 9 – Vacancies

Vacancies in the Board of Directors may 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 unanimous vote of the remaining directors. Disciplinary procedures are at the discretion of the parliamentary authority of the directors.

ARTICLE FIVE Order of Business

All meetings will be led by the highest executive officer in attendance following parliamentary procedures outlined by Robert's Rules of Order.

ARTICLE SIX 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 SEVEN Amendments

Section 1 – Amendments

These bylaws may be altered, amended, repealed or added to 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 EIGHT 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.

ARTICLE EIGHT Dissolution

In event the board of the Cattlemen's Texas Longhorn Conservancy votes to dissolve the organization, its assets will be distributed for other charitable purposes associated with conservation of, education about, or scientific research in Texas Longhorn cattle.

ARTICLE NINE Indemnity

Cattlemen's Texas Longhorn Conservancy 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 Conservancy 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.

CERTIFICATION

The board of directors approves the amendment of these bylaws by a quorum vote on November 25, 2019.



President