

BYLAWS OF THE UNITED BRAFORD BREEDERS, INC.

Statement of Purpose

The United Braford Breeders is an association of cattle breeders dedicated to the improvement of Braford Cattle. Its primary purpose is to assist in members' efforts to bring quality Braford breeding stock to the commercial cattlemen of the world.

Braford Breed Recognition

The Adams Braford herd owned by the Adams Ranch of Fort Pierce, Florida, is recognized as the foundation herd of the Braford breed. Cattle (other than individuals of or from this foundation herd) shall be recognized as Purebred Brafords provided:

1. They are purebred descendants of the foundation herd;
2. They are produced by crosses of recognized Braford breeding and in conformity with rules and regulations adopted by the United Braford Breeders (UBB).

I. MEMBERSHIPS

1. United Braford Breeders, Inc. shall have charter members, active members, honorary members, lifetime members and junior members. The rights, privileges, duties, benefits and classifications of members shall be governed by the following provisions:

2. Charter members are those members who joined between January 1, 1969 and December 31, 1980.
3. Active members shall be those individuals, corporations or firms elected to active membership by the Board of Directors.
4. By action of the Board of Directors, honorary membership or lifetime membership may be conferred upon individuals who have made outstanding contributions to the Braford breed of cattle. Honorary members shall be entitled to those services granted by the Board of Directors. Lifetime members are active members and shall be entitled to all rights and privileges of such membership, including the right to vote and hold office. Lifetime members who have not registered or transferred Brafords in the last two years will be notified that they have been reclassified to an inactive status. Said lifetime members can be reinstated upon association receipt of registration or transfer work or by notifying the association that they want to be reactivated.
5. Members may be dropped from the roll, with cause, by the action of the Board of Directors.
6. Corporations or firms which are charter members or active members shall each designate an individual officer, director or member of the corporation or firm the rights and privileges of such membership, including the right to vote and hold office.
7. Proxies may be given to vote on behalf of any member at any meeting of the general membership. Proxies shall be in writing and shall be filed with the secretary prior to such meeting. A list of proxy holders shall be furnished to the president prior to a vote on any question.
8. Junior members shall be individuals under the age of twenty-one (21) on January 1st of the current year. Junior members shall be entitled to the services granted by the Board of

Directors and shall pay annual membership dues as set by the Board of Directors. Junior members will not have voting privileges nor will they be allowed to hold elected UBB office.

9. When a Director is absent from two consecutive meetings of the Board of Directors and fails to authorize an eligible proxy for said meetings, he will be replaced by a director from the appropriate region. The board of directors will appoint the replacement director for the remainder of the term.

II. MEETING OF MEMBERS

1. Annual Meeting. The members shall meet in the annual general membership meeting on a date and at a place to be fixed by the Board of Directors who shall give the members at least thirty (30) days written notice of such meeting.

2. Special Meeting. Special meetings of the members may be called by the Board of Directors or by not less than a majority of the membership. Notice of such meeting shall be given upon at least fifteen (15) days written notice to the members. Minutes of each membership meeting shall be permanently filed in the records of the UBB. A copy of the minutes shall be forwarded to each member upon written request to the secretary.

3. Place of Meeting. The Board of Directors shall designate the place of meeting for any annual or special meeting called by the president or Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation.

4. Notice of Meeting. Written notice, either personally or by mail, shall be given stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

5. Quorum. A majority of the outstanding membership, determined by voting rights; represented in person or by proxy, shall constitute a quorum.

6. Voting. Charter and active membership in good standing shall be entitled to vote, serve as directors, hold office or apply for certificates of breeding. Each charter or active member shall be entitled to the number of votes equal to the number of cattle registered by him or her in the association as certified by the secretary from the records of the association. Only active and charter members shall be entitled to all services of the UBB upon payment of such fees as may be fixed by the Board of Directors. In addition to the above votes, each member shall be entitled to one vote.

Voting shall be by mailed ballots to all members. Ballots shall be counted by an independent party who shall certify the vote count in writing as true and correct. The independent party shall be a state licensed accountant and maintain original copies of ballots for not less than three years.

III. BOARD OF DIRECTORS

1. The governing body of the UBB shall be a Board of Directors who shall be in charge of the business affairs of the UBB and shall initially be composed of fourteen (14) members, consisting of seven (7) members from the International Braford Association and seven (7) members from the American Braford Association, said board to be elected by the voting membership on or before June 4, 1994. Said board will serve until December 31, 1995.

2. On or before December 31, 1995, thirteen (13) directors shall be elected from the general membership, consisting of three (3) directors from each of four (4) regions to be delineated by the Board and one director from the international region. Each U. S. region shall

initially elect a Director to serve a one-year term, a Director to serve a two-year term, and a Director to serve a three-year term. Every year thereafter, each region shall select one new Director, to serve for a term of three years. Directors may serve consecutive three-year terms with no limit as to the number of terms they may serve. In the event of a vacancy on the board, the Board of Directors shall elect a member from the appropriate region to serve the remainder of the term.

For the purpose of election of directors, to ensure that all UBB members in the various areas are fairly represented, the Board shall establish regions, the number and delineation of which may be revised by the Board of Directors from time to time as conditions warrant.

The immediate past President shall serve as a thirteenth (13) Director for a period of one (1) year following his term as President

3. A majority of the Board of Directors shall constitute a quorum for the transaction of business. A proxy can be designated by a board member who is unable to attend a specified meeting. The proxy must operate within the region of the board member being replaced and shall be a full, active UBB member in good standing and at least 18 years of age at the time of the meeting. The person representing the absent board member is required to provide written authorization from the absent board member before being seated in the board meeting. A duly authorized proxy is allowed to vote for the absent director in all matters. When a quorum is not present at any directors' meeting, any proposed action by a majority of those present may be approved and adopted by securing, within two (2) weeks, written approval of same by a majority of those members absent.

4. Special meeting of the Board of Directors shall be called by the president, or by any three (3) members, upon fifteen (15) days written notice.

5. The powers and duties of the directors shall be those conferred by law and these bylaws.

6. Minutes of each director's meeting shall be permanently filed in the records of the UBB. A copy of the minutes shall be forwarded to each director following each meeting.

7. Separate elections shall be held for each directorship to be filled and the candidate receiving a plurality of the votes cast shall be elected. Directors may be removed from office, with or without cause, by a majority vote of the membership at any duly constituted meeting.

8. Regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after and at the same place as the annual meeting of members.

9. When a Director is absent from two consecutive meetings of the Board of Directors and fails to authorize an eligible proxy for said meetings, he will be replaced by a director from the appropriate region. The board of directors will appoint the replacement director for the remainder of the term.

IV. OFFICERS

1. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Each officer shall be elected by the Board of Directors from within the Board of Directors and shall serve for a term of one year and until his successor is appointed

The Board of Directors shall approve an Executive Administrator who shall serve at the pleasure of the board for such compensation as shall be determined.

2. President. The president shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors.

3. Vice-President. The vice-president shall be the presiding officer in the absence of the president and shall perform such other duties as may be delegated to him by the president and Board of Directors.

4. Secretary. The secretary shall keep, or cause to be kept, the minutes of all meetings of the Association and of the Board of Directors, give notices of meetings as required by these bylaws, have custody of the seal and records of the Association, and subject to the control of the Board of Directors, shall perform all duties incident to the office of secretary, and such other duties as may be delegated by the Board of Directors.

5. Treasurer. The treasurer shall be responsible for the funds of the Association and shall oversee the collections and disbursements of the Association. The treasurer shall also cause accurate records to be kept and shall perform such other duties as may be delegated by the Board of Directors.

6. Executive Administrator. The executive administrator shall perform such duties as may be delegated to him by the Board of Directors and the officers of the Association. All instructions and directions from any member to the executive administrator shall be channeled through the president. The executive administrator need not be a member of the Association.

In the event of death, resignation or incapacity of an officer, he shall be replaced by the Board of Directors for the remainder of such officer's term, except the vice-president shall succeed the president in case of his death, resignation or incapacity.

V. COMMITTEES

There shall be the following standing committees composed of no fewer than two (2) members who shall be appointed by the president and are subject to approval by the Board of Directors. There shall be such other committees as the president may appoint from time to time, whose members shall be appointed in the same manner.

1. BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall have access to the books of account of the corporation, and shall have annual reviews made by a qualified accountant of such books of account. It shall have the duty of preparing an annual budget for presentation to the Board of Directors and the general membership.

2. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall recommend all activities involving relationships with the public and with government bodies. It shall also recommend information for assembling and disseminating concerning the breed.

3. BREED IMPROVEMENT AND STANDARDS COMMITTEE. This committee shall recommend all activities involving registration and breed improvement. It shall make recommendations to the president, the Board of Directors and the general membership regarding registration and breed improvement activities.

4. BYLAWS AND ETHICS COMMITTEE. This committee shall consider and make recommendations to the president, Board of Directors and the general membership regarding changes in these bylaws. It shall hear all complaints alleging a breach of ethics and standards.

VI. AFFILIATES

Members of the United Braford Breeders desiring to form an affiliate shall submit in writing an application for a charter, accompanied by a statement of plan for the organization. The UBB Board of Directors may approve the plan submitted and issue a charter.

Affiliates of the United Braford Breeders desiring to hold a sale, field day or other event through their organizations must submit in writing a proposal to be approved by the UBB Board of Directors with the following requirements to be met:

1. Affiliates proposing activities submitted to the UBB Board of Directors will be for the express purpose of promoting the Braford breed of cattle.
2. Proposed activities shall not in any way conflict with the activities of the United Braford Breeders
3. In the event that the affiliate has not carried out its activities in compliance with the Bylaws of the UBB and with further regulations set forth by the Board of Directors deemed necessary from time to time, the Board of Directors may, at its discretion, terminate or withdraw any such charter at any time.

VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located in Nacogdoches County, Texas or at such place as designated by the Board of Directors.

VIII. AMENDMENT OF BYLAWS

Amendments to the bylaws shall only be adopted in the manner hereinafter provided. The proposed amendment shall be first submitted in writing to the Board of Directors. If a majority of such Board believes that the proposed amendment is worthy of submission to the general membership, they shall notify such membership of the proposed amendment at the time of issuance of the written notice calling the general membership meeting.

IX. ANNUAL DUES AND OTHER CHARGES

1. The fees for memberships, annual dues, certificates of breeding and other materials and services to be paid by charter or active members shall be prescribed from time to time by the Board of Directors.

2. Dues will be due and payable at the time each member joins; thereafter, dues shall be due and payable in January of each year.

X. REGISTRATION OF CATTLE

1. The secretary shall maintain a permanent registry to record the pedigrees, and other pertinent production data of cattle registered with this Association, in a manner to be approved by the Board of Directors. To be entitled to registration, fees as prescribed by the Board of Directors shall be paid by the owner to the Association and cattle must meet the standards as adopted by the Association.

XI. EFFECTIVE DATE

These bylaws became effective on February 1, 2005.