

INTRODUCTION

The American Galloway Breeders' Association is a non-profit corporation organized to promote the interests of Galloway cattle breeders; to preserve the purity of the breed of cattle known as the Galloway by maintaining pedigree records and data; to provide its' members with a means for evaluating the performance of their purebred cattle; to provide a means of communication between the members and to promote the Galloway breed to the industry and the general public for the benefit of the breed and the Members of the Association.

Article I - Offices

The principal office of the corporation shall be located in such location, either within or without the State of Montana, as the Board of Directors may determine.

The corporation shall have and continuously maintain in the State of Montana a registered office, and a registered agent whose office is identical with such registered office, as required by the Montana Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Montana and the address of the registered office. The Board of Directors may change the registered agent.

Article II - Membership

Section 1. Eligibility.

Membership in the American Galloway Breeders' Association shall be open to persons, partnerships, corporations, firms, institutions, estates and like entities having an active interest in the breeding and/or promotion of Galloway cattle, upon approval of written application by the Board of Directors or by its duly authorized representative and upon payment of the applicable membership fee.

Section 2. Classes of Members.

The Association shall have five classes of Members, three voting classes and two non-voting classes. The designations of such classes and the qualifications and rights of the members of such classes shall be as follows:

A. Voting Members.

(a) Active Member. Any reputable breeder of purebred Galloway cattle, registered with this Association over the age of eighteen (18) years, shall be an Active Member. A Member shall be inactive and non-voting if their dues are in default.

(b) Life Member. Any reputable breeder of purebred Galloway cattle, registered with this Association over the age of eighteen (18) years, who has paid a life membership fee shall be a Life Member. Life Members have all the rights and responsibilities of an Active Member. Life Members shall not be obligated to pay annual dues.

(c) Honorary Life Member. Honorary Life Membership shall be reserved for persons who have made outstanding contributions to the promotion of the Galloway breed and/or to the Association. Honorary Life Members shall be nominated by resolution of the Board of

Directors and elected by the members at their annual meeting. Honorary Life Members shall not be obligated to pay membership fees or annual dues.

B. Non-voting Members

(a) Associate Member. Any otherwise eligible person or entity not meeting the requirements for Active Membership shall be eligible for Associate Membership.

(b) Junior Member. Any individual under the age of 21 years, who is an active breeder of Galloway cattle, may apply for Junior Membership upon the payment of one half the regular membership fee. Junior Members do not pay annual dues until age 21. During the calendar year in which a Junior Member reaches their 21st. birthday, they will automatically be transferred to Active Membership upon payment of the annual dues.

Section 3. Voting and Other Rights.

(a) Eligible persons shall become Active Members automatically thirty (30) days after filing a completed application for membership and payment of the membership fee. Only Active, Life or Honorary Life Members, as defined in Article II, Section 2A, shall be eligible to nominate, vote for or serve as a Director, and shall be eligible to vote at Meetings of Members. Active, Life or Honorary Life Members shall have one (1) vote. Active, Life or Honorary Life Members shall be inactive and non-voting if they have not registered an animal within the two previous calendar years.

(b) Members whose dues are current may register and transfer cattle at member rates.

Section 4. Transfer of Membership.

Membership in the Association is not transferable or assignable except upon death. The membership of a deceased member shall, upon approval by the Board of Directors, be transferred to the heir or heirs of the deceased.

Section 5. Termination of Membership.

If any member of the Association shall be accused of misrepresentation, deception or fraud relating to the registry of animals in the herd books or of any act or conduct which may endanger the good order, welfare or credit of the Association, the Board of Directors shall examine the matter. If the charge is sustained by sufficient proof after an opportunity shall have been given to the accused to appear before the Board of Directors on their own behalf, the offending member shall be expelled upon the affirmative vote of two thirds (2/3) of the board present at any regularly constituted meeting. No Director may vote on the question of their own expulsion.

Section 6. Resignation.

Any member may resign by filing a written resignation with the Association but such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges accrued and unpaid.

Section 7. Cessation of Privileges.

All interests and privileges accorded to a member of the Association and its property shall cease upon the death, resignation, expulsion or failure to pay dues. The administrator or executor of an estate of a member, in good standing at time of death, may register and transfer animals for member fees.

Section 8. Suspension.

Membership privileges of any member whose account is over sixty (60) days past due will be suspended. The only exception shall be a reasonably contested account. A ten dollar (\$10.00) fee is required for reinstatement.

Article III - Government

Section 1. General Structure.

The Board of Directors shall govern the affairs of the Association. The Directors shall be elected by ballot by the Active Members in accordance with Article V.

Section 2. Regions.

Four geographical regions have been established, based on consideration of distribution of membership and cattle registration activity and upon natural areas of mutual interest and proximity. The regions are:

Region No. 1. - Pacific Time Zone

Region No. 2. - Mountain Time Zone

Region No. 3. - Central Time Zone

Region No. 4. - Eastern Time Zone

Section 3. Review of Regions.

The Board of Directors shall from time to time review the composition of the regions and recommend to the members such changes as are deemed desirable in the number of regions and/or boundaries to maintain or restore a reasonable balance of breeders and registry activity between the regions, giving consideration to the natural areas of mutual interest and proximity.

Article IV - Members

Section 1. Annual Meeting of Members.

The Annual Meeting of the Members shall be held each calendar year at the principal place of business of the Association or at another place designated by the Board of Directors.

Section 2. Order of Business.

At the Annual Meeting of the Members, the Officers shall submit reports covering the business of the preceding fiscal year to the members. The order of business shall be substantially as follows:

1. Certification of Members
2. Check for Quorum
3. Read Minutes of Last Meeting
4. Report of President
5. Report of Secretary-Treasurer
6. Report of Executive Secretary
7. Report of Auditing Committee
8. Reports of Other Committees
9. Unfinished Business
10. Election of Directors

11. New Business
12. Adjournment

Section 3. Voting of Active, Life or Honorary Life Members.

Each Active, Life or Honorary Life Member shall have one (1) vote on each issue or matter brought before the Members.

Section 4. Authority and Responsibilities.

The Active, Life or Honorary Life Members shall have the power to amend the Articles of Incorporation, adopt and amend the Bylaws and to provide for the making of Herd Book Rules governing registrations and transfers, establish fees for other services provided to members and all matters relating to the conduct of the Association business.

Section 5. Special Meetings.

Special meeting of the members may be called by the President, the Board of Directors or not fewer than twelve (12) Active, Life or Honorary Life Members.

Section 6. Place of Meetings.

The Board of Directors may designate any place, either within or without the State of Montana, as the place of meeting for any annual meeting or for any special meeting called by the 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 Association.

Section 7. Notice of Meetings.

Written notice stating the place, day and time of any meeting of members shall, by or at the direction of the President, the Executive Secretary or by the Officers or persons calling the meeting, be delivered either personally, sent by email or by mail, to each member not less than 20 nor more than 30 days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If emailed, the notice of a meeting shall be deemed to be delivered when sent via the internet without rejection, addressed to the member at their email address as it appears on the records of the Association. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their mailing address as it appears on the records of the Association, with postage paid.

Section 8. Quorum.

A quorum at any meeting shall be ten (10) percent of all Active, Life or Honorary Life Members. If a quorum is not present at any meeting of the members a majority of the Active, Life or Honorary Life Members present may adjourn the meeting without further notice.

Section 9. Proxies.

At any meeting of members, any Active, Life or Honorary Life Member may vote by proxy executed in writing by the Active, Life or Honorary Life Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after sixty (60) days from the date of its execution and no proxy shall be valid upon a vote of termination of any Active, Life or Honorary Life Member by the Directors. All proxies must be acknowledged before a notary public.

Section 10. Manner of Acting.

A majority of the votes entitled to be cast on a matter to be voted upon by the Active, Life or Honorary Life Members at the meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Article V - Directors

Section 1. Number and Distribution.

There shall be twelve (12) Directors. Each of the Regions shall be represented by two (2) Directors. The regional Directors shall be elected by the Active, Life or Honorary Life Members, as a whole. Following the election of the Regional Directors, the Active, Life or Honorary Life Members, as a whole, shall elect a sufficient number of Directors-at-Large to bring the total number of Directors to twelve (12).

Section 2. Eligibility and Election.

Any Active, Life or Honorary Life Member shall be eligible for election as a Director. No more than two Directors may be elected from the same region. When two or more Directors reside in the same region (either by change in regional boundaries or because of a change of residence subsequent to election) no additional candidate or candidates, residing in that region, shall be eligible for appointment, nomination or election as a Director. Four Directors are to be elected at each Annual Meeting of the Members and each Director so elected shall serve for a term of three years and until his successor shall have been elected and certified. The Members shall also elect at each Annual Meeting, by separate ballot, a Director to fill each unexpired vacancy that may exist in the Board of Directors.

Section 3. Vacancies.

If a Directorship becomes vacant for any reason, the vacancy shall be filled in kind, regional with regional and at-large with at-large as the case may be, by appointment by the Board of Directors until election of a replacement at the next Annual Meeting of the Members.

Section 4. Responsibility and Powers.

The Board of Directors shall be responsible for the management of the affairs and business of the Association. The Board shall establish Herd Book Rules, including fee schedules and programs, and conduct the affairs of the Association consistent with the Articles of Incorporation and the provisions of these Bylaws as adopted by the members.

Section 5. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the Annual Meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Montana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Montana, as the place for holding any special meeting of the Board called by them.

Section 7. Notice.

Notice and purpose of any special meeting of the Board of Directors shall be given at least fifteen days prior to the meeting by written notice delivered personally, sent by email or sent by mail to each Director. If emailed, such notice shall be deemed to be delivered when sent via the internet without rejection, addressed to the member at their email address as it appears on the records of the

Association. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their mailing address as it appears on the records of the Association, with postage paid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 9. Manner of Acting.

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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Electronic Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting by any of the following three (3) electronic means:

(a) Upon motion and notice of motion by the President and second by another Director. The rules of voting for any regular or special meeting shall pertain. The number of votes cast on or before seven (7) days after notice and second shall determine whether a quorum is achieved for purposes of Section 8 of this Article V. Notices, seconds, discussions and votes shall be delivered to each Director at the email address on record with the Association.

(b) Upon motion and notice of motion by a Director and second by another Director. The rules of voting for any regular or special meeting shall pertain. The number of votes cast on or before seven (7) days after notice and second shall determine whether a quorum is achieved for purposes of Section 8 of this Article V. A minimum of seven (7) votes in favor of the motion is required for the motion to pass. Notices, seconds, discussions and votes shall be delivered to each Director at the email address on record with the Association.

(c) Upon telephone conference attended by a quorum of Directors as defined in Section 8 of this Article V.

The provisions of Montana statutes regarding electronic signatures then pertaining shall control.

Article VI – Officers

Section 1. Officers.

The Officers of the Association shall be a President, Vice President and a Secretary-Treasurer and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other Officers, including an Executive Secretary, as it shall deem desirable, such Officers to have the authority to perform the duties prescribed.

Section 2. Election, Term of Office and Qualifications.

The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and qualified. The President, Vice President and the Secretary-Treasurer shall be members of the Board of Directors but this limitation will not apply to any other Officer.

Section 3. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the Association would be served thereby, such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies.

A vacancy in any office, for whatever reason, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President of the Association shall preside at all meetings of the Members, Board of Directors, and the Executive Committee and shall maintain general supervision of the affairs of the Association, report to the Annual Meeting of the Members, make such suggestions to the Association as they may deem advisable and perform the duties which usually and generally pertain to the Office of the President, and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President.

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary-Treasurer.

The Secretary-Treasurer shall attend and keep the minutes of all meetings of the Members and the Board of Directors, sign with the President, all contracts, deeds, mortgages, leases and all other documents upon which the Secretary-Treasurer's signature is required. The Secretary-Treasurer shall also oversee the financial affairs of the Association and shall perform all other duties and functions properly conferred upon or required of them by the Board of Directors. The duty of the Secretary-Treasurer to keep minutes of meetings may be delegated by them to the Executive Secretary, or to such other employee or member of the Association as they shall designate.

Section 8. Executive Secretary.

The Board of Directors may employ an Executive Secretary, who shall manage and administer the business affairs of the Association in accordance with the policy directives of the Board of Directors, as communicated to them by the President. They shall be the office custodian of the records of the

Association, and shall hire and discharge all other employees of the Association. They shall serve at the pleasure of the Board of Directors of the Association.

The Executive Secretary is prohibited from soliciting the nomination or election of any person as a Director at the Annual Meeting of Members or from seeking to influence by letter or otherwise, the actions of members at any such meeting. Failure to observe this prohibition shall be cause for termination of any contract between the Association and its Executive Secretary.

Section 9. Bonds.

If required by the Board of Directors, the Secretary-Treasurer and other Officers, Agents, Employees and Members charged by the Association with responsibility for the custody of money and its' funds or negotiable instruments shall give bonds for the faithful discharge of their duties in such sums and with such surety or sureties as the Board of Directors shall determine.

Article VII - Committees

Section 1. Executive Committee.

(a) The Board of Directors at its' regular annual meeting shall designate three of its' members to constitute an Executive Committee.

(b) The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Herd Book Rules, electing, appointing or removing any Member of any such committee or any Director or Officer of the Association, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease exchange or mortgage of all or substantially all of the property and assets of the Association, authorizing the voluntary dissolution of the Association or revoking those proceedings, adopting a plan for the distribution of assets of the Association, or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law.

Section 2. Auditing Committee

(a) The Board of Directors may designate two or more of its members to constitute an Auditing Committee.

(b) The Auditing Committee shall audit or cause to be audited all claims upon the Association and shall verify the accounts of the Association before they are submitted to the Annual Meeting of the Members.

(c) Special audits shall be made upon order of the Board of Directors.

Section 3. Other Committees.

Other Committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Association, and the President of the Association shall appoint the members thereof.

Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the association shall be served by such removal.

Section 4. Term of Office.

Each Member of a Committee shall continue as such until the next annual meeting of the Members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman.

One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 8. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9. President.

The President of the Association shall automatically be a member of the Executive Committee and an ex officio member of all other Committees.

Article VIII - Finances

Section 1. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President or President-elect of the Association.

Section 2. Deposits.

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 4. Debts.

No Member of the Association shall contract any debts in the name of the Association. No

Officer of the Association shall incur any liabilities in the name of the Association without the express authority of the Board of Directors except in the ordinary course of business of the Association.

Section 5. Budget.

The Secretary-Treasurer shall, prior to 30 days before the Annual Meeting of Members, prepare and deliver to the Board of Directors for prior review and approval at the Annual Meeting a proposed budget for the current fiscal year plus an appendix operating budget for an additional six month period. No expenditures in excess of said budget, as approved by the Board, shall be made by the Executive Secretary, or by any other employee of the Association, without the express authorization of the Board of Directors.

Section 6. Fiscal Year.

The fiscal year of the Association shall begin on the first day of July and end on the last day of June each year.

Article IX - Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Directors, Executive Committee and other Committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. Any member or his agent or attorney may inspect all corporate books and records of the Association for any proper purpose at any reasonable time.

Article X - Waivers and Notice

Whenever any notice is required to be given under the provisions of the Montana Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI - Seal

The Board of Directors shall provide a corporate seal, which shall be in such form as the Directors shall prescribe.

Article XII - Herd Books

Section 1. Registration of Animals.

This Association shall keep in the American Galloway Herd Book the complete and accurate registry of all animals accepted for entry. Such entry shall set forth the registration and tattoo numbers of the animals, the sex, the name and date of birth, the name and registration number of sire and of dam and the name and address of the breeder.

Section 2. Responsibility for Issuance.

The Secretary-Treasurer shall be responsible for the issuing of the Herd Book when directed to do so by the Board of Directors.

Article XIII - Exhibitions

Section 1. Sanction of Shows.

The Association may sanction exhibitions of Galloway cattle, may appropriate funds for payment of premiums at any sanctioned exhibitions and may issue calls for exhibitors.

Section 2. Purpose.

The purpose of such exhibitions shall be to promote Galloway cattle and to recognize conformation in the pursuit of breed improvement. The purpose of such premium payments shall be to reward members of the Association who exhibit or own Galloway cattle that represent conformation and other qualities desirable to the breed. In order to accomplish these purposes, the Association has established these rules.

Section 3. Ownership of Animals.

Each Galloway presented at any exhibition sanctioned by the Association shall:

- a) Be registered with the Association in compliance with the Herd Book Rules;
- b) Be exhibited in the name of an owner to whom the animal is then registered and who is then a Member of the Association or in the name of a Member of the Association who has sold such animal subject to a reserved right of exhibition, and
- c) Be exhibited in compliance with the rules and regulations of the host organization of such exhibition.

Section 4. Identification of Animals.

Each Galloway presented for exhibition shall be identified by a permanent ear tattoo in conformity with the Herd Book Rules.

Section 5. Unethical Practices.

No Galloway presented for exhibition shall have been subject to Unethical Practices. Unethical Practices shall mean:

- a) The injection, use, or administration of any drug that is prohibited by or used in any manner prohibited by the law of the United States or the state, county or municipality in which the exhibition is held;
- b) The injection or internal or external administration of any product or gaseous, solid or liquid material to an animal for the purpose of deception, including without limitation concealing, enhancing, or transforming the true conformation, configuration, color, breed or age;
- c) Tissue manipulation, removal, surgical attachment or otherwise to change, conceal, enhance, or transform the true conformation or configuration of an animal;

d) Attaching to the hide any foreign objects, including hair or hair substitutes, cloth or fiber for the purpose of deception (except false tail switches); and

e) Any other physical or physiological attempt to alter the musculature or weight of an animal by use of injections or ingested material not conducive to the health or marketability of the animal or for purposes of deception.

Section 6. Inspection / Prohibition.

Upon request of any Director, Superintendent or other authorized representative of the Association or of the exhibition host organization, any exhibitor shall present their cattle for non-destructive inspection and testing for the purpose of enforcing the rules of the Association or the host organization. Each exhibitor shall abide by any decision of said representatives regarding interpretation and enforcement of said rules.

Section 7. Exhibitor Conduct.

Each exhibitor shall act in a professional, courteous and sportsmanlike manner, shall defer to said representatives of the Association and the exhibition and shall not engage in abusive, threatening, antagonistic or obscene conduct toward said representatives, judges, other exhibitors or spectators.

Section 8. Supervision / Committees.

The Board of Directors shall serve as the supervisory committee of each exhibition sanctioned by the Association, may appoint an exhibition committee of members of the Association to organize and operate such exhibition and shall appoint a member of the Association as superintendent of each such exhibition. Each superintendent shall report to and accept direction from the Board of Directors and any such exhibition committee. Any such exhibition committee shall report to and accept direction from the Board of Directors.

Section 9. Superintendent / Duties.

The Superintendent of each exhibition sanctioned by the Association shall serve at the will of the Board of Directors and may be removed with or without cause. No rule, policy, custom or practice of the Association shall be deemed to invest in any Superintendent any right of tenure or property in such position. The duties of a Superintendent shall include:

a) At the commencement of each annual exhibition cycle, preparation and delivery to the Board of Directors and any Exhibition Committee of:

(i) A detailed list of duties that should be performed by volunteer members of the Association in preparation for and during the exhibition.

(ii) A copy of the rules of the exhibition and other materials provided by the host organization to breed superintendents.

(iii) A timeline of critical dates leading up to the exhibition. At a minimum, the dates shall include all scheduled meetings among breed superintendents and between breed superintendents and the host organization, and all deadlines scheduled by the host organization.

(iv) The names, mailing addresses, email addresses and telephone numbers for the principal representatives of the host organization to whom breed superintendents will report and liaison. The Board of Directors shall express its

sanction and support for the show to these persons and provide contact information should questions arise.

b) Drafting of summary minutes after every formal meeting of breed show superintendents and with representatives of the host organization, and delivery of those minutes by email or otherwise to the Directors within five days after each such meeting.

c) On or before sixty (60) days prior to the date of the exhibition, delivery to the Directors by email or otherwise the written applications by Association members for entry of Galloway cattle. The Board of Directors may withdraw the sanction and appropriation of funds for premium payment if, in its sole discretion, the number of entries is inadequate for a competitive exhibition, and

d) Such other duties as the Board of Directors may require.

Section 10. Superintendent Conduct.

Each Superintendent shall act in a professional and courteous manner, encourage good sportsmanship among exhibitors, defer to the Board of Directors, any Exhibition Committee and the exhibition host organization, and forbear from abusive, threatening, antagonistic or obscene conduct toward all persons.

Article XIV - Amendment of Bylaws

The Bylaws of the Association may be amended by a two thirds (2/3) majority vote of the Active, Life or Honorary Life Members present at the Annual Meeting of Members or an adjournment thereof, or at any special meeting of members called for such purpose provided that the subject matter of any proposed Amendment shall have been submitted in writing by the Secretary-Treasurer to the members at least 20 days prior to the date of the meeting at which the proposed Amendment is to be presented. The Bylaws may, however, be amended without prior notice to the members by a unanimous vote of the Active, Life or Honorary Life Members present at any Meeting of Members. Amendments to the Bylaws shall go into effect at the adjournment of the meeting at which they are adopted, unless a later date is specified.

Attestation:

The Members of the Association, as of October 10, 2025, adopted these Bylaws by a greater than two thirds (2/3) majority vote.

Terry Marcotte, Secretary-Treasurer, American Galloway Breeders' Association