

CANADIAN TEXAS LONGHORN ASSOCIATION BYLAWS

Membership:

The membership of the association will consist of:

(A) Active Member:

An Active membership may be given to a breeder of Texas Longhorn cattle who must have a vested interest in having their herd recognized as registered, and having those cattle appear in a Texas Longhorn registry. Individuals of good character, organizations, corporations, partnerships and government agencies may become active members of the association at the discretion of the directors and after paying the required dues.

(B) Associate Member:

An Associate membership may be granted to an individual, of good character, organizations, corporations, partnerships and government agencies at the discretion of the Association, on the condition that the Associate member has an interest in the promotion of Texas Longhorn cattle, but may not necessarily be a breeder of Texas Longhorns, and after paying the required dues.

Terms of Membership:

Membership in the Association will be granted on an annual basis effective June 1 to May31st and including December 31st in each year.

Membership Fees:

Membership fees are to be paid annually. Fees will be determined by the Board of Directors.

Association Meetings:

Annual General Meeting:

The Annual general meeting of the membership will be held in May of each new year. The time and place will be determined by the Board of Directors and a written notice of the meeting must be provided to the members 30 days prior to the meeting. In addition to the Annual meeting the Board of Directors may call on the membership for special meetings as deemed necessary. The time, date and location will be determined by the Board of Directors and written notice must be given to members at least 14 days prior to the meeting.

Quorum:

A quorum of no less than 10 voting members must be present in order for the Association to legally transact any business.

Voting Privileges:

Voting privileges are given to Active members who have paid their annual membership fees and are in good standing within the association.

In the event that an Active member is not an individual that member will appoint or designate in writing, to the President, the name of the one person to represent that active membership.

Eligible voting members must be in attendance to vote at any and all meetings of the membership. No proxy votes are permitted.

Resignations:

Any member who wishes to withdraw from the Association may do so by advising the President, in writing, of the same. Annual membership fees paid by that member will not be refunded. Any and all interests and privileges as a member of the Association will cease with the recognition of the resignation.

Expulsions:

In the event that a member of the Association has been considered to have misrepresented, deceived, stolen monies, or acted in a fraudulent manner with respect to the registration of animals, or has shown to cause an infraction of the bylaws, and whose conduct may endanger the good order, welfare or credit of another member, or the association, the Board of Directors, on behalf of the Association, will have the authority to examine the matter in detail, and to expel the member in question.

The member whose conduct is in question, will be entitled to meet with the Board of Directors for the sole purpose of discussing their conduct in order to resolve the situation. If the majority of the Board of Directors vote in favor thereof, the offending member will be expelled from the Association and all interests and privileges will cease with expulsion.

Board of Directors:

The business and operations of the CTLA will be managed by an elected Board of Directors which will exercise its powers subject to and in accordance with the By-laws duly approved by the membership.

The Board of Directors will initiate the formation of committees to research and develop new ideas brought forth by the membership. The Board of Directors may accept volunteers or appoint other members within the membership to sit on any new committees established by the Association.

The Board of Directors will be responsible for the perusal, review and amendment of all policies developed to conduct the business and operations of the Association. Any policies developed by the Board of Directors must be made available to the membership for review 30 days prior to a membership meeting.

Election:

The Board of Directors will be elected by the eligible voting members identified and present at the Annual meeting.

There will be no less than (6) members elected to sit on the Board of Directors.

Of these (6) elected positions, representations shall be given to the provinces represented in the membership.

Unless authorized at any meeting and after notice of the same to the membership, no Director shall receive remunerations, or any type of honorarium for their services.

Terms of Directors:

An active member elected as a Director by the voting membership at the annual general meeting may stand as a Director for no more than two (2) successive two (2) year terms. A Director elected to fill a vacancy will act as a Director until that original remaining term has expired. No Director of the Board can succeed themselves after two consecutive terms. For the organizing year of 2013, three (3) Directors will be elected for a one (1) year term, and three (3) Directors will be elected for a two (2) year term.

Meetings of the Board of Directors

A newly elected Board of Directors must meet within 48 hours after the adjournment of the Annual General Meeting of the membership. The new Board will then elect officers from among the Board to hold office and to consider any additional business that may have arisen and to attend to the business considered by the membership to be urgent and requiring a response from the Board of Directors.

Thereafter, the President may call a "special meeting" of the Board of Directors and in so doing must give 72 hours notice prior to the meeting to all current Directors of the Board.

At the direction of the majority of the Directors, the President must call a meeting and in so doing, give 72 hours notice prior to the meeting to all Directors.

The majority of the Directors must be in attendance at a meeting of the Board of Directors in order to legally conduct and make any business decisions.

Officers:

The Officers of the Board of Directors must be elected annually by the Board of Directors from among the Directors sitting on the Board to serve a maximum of two consecutive terms and will include the following:

President: will preside over and chair the meetings of the Board of Directors and any meetings of the membership. The President, will to the best of their ability, oversee the association business, and must provide reports on a semi-annual basis to the membership.

Vice-President: shall serve as presidential back up as needed. The vice president should not hold any other offices.

Secretary-Treasurer: will be responsible for the administration of the monies of the association ensuring that the funds are deposited, invested and distributed in accordance with the Board of Directors' instructions. The secretary-treasurer will record the minutes of the meetings of the Board of Directors, Annual Membership Meeting and any other such meetings convened by members of the association. The Secretary-Treasurer must maintain the minutes of all meetings and the financial records in a file that is accessible to any member upon written request to the Association President.

Banking and Financial Matters:

The monies of the Association are to be deposited at a recognized financial institution approved by the Board of Directors at their first meeting immediately following the Annual Membership Meeting.

Any and all cheques or debits required to complete and transact business on behalf of the Association must be signed by two designated officers of the association. Pre-signed checks are not encouraged.

The Board of Directors must present a budget for the current year to the members at the Annual Membership meeting.

The Board of Directors are responsible for presenting the financial records to the membership at the annual meeting after a review by an independent third party. The reviewing party will have been selected by the membership one year prior to the annual review. The independent review must be presented for ratification to the members of the association at the annual membership meeting.

The fiscal year of the Association will be December 31st in each year.

Amendment of Bylaws:

Proposed amendments to the Bylaws must be published and forwarded to all members of the association no less than 30 days prior to the Annual Membership Meeting. The amended Bylaws will be discussed by the Board of Directors prior to submission to the membership for ratification.

Association Address:

The address of the Association will be selected and ratified by the Board of Directors at their first meeting in each year. The address must be documented in the minutes. In the event of a change of address, notifications must go out to all association contacts.