

**BY-LAWS OF THE
MINIATURE HEREFORD BREEDERS ASSOCIATION, INC.**
Amended Version as of June 15, 2020

Pursuant to the Nebraska Nonprofit Corporation act and the Articles of Incorporation, the Directors do hereby adopt the Bylaws of the Miniature Hereford Breeders Association, Inc., to provide as follows:

**ARTICLE I
NAME AND OFFICES**

Section 1. Name.

The name of the corporation is "Miniature Hereford Breeders Association, Inc."

Section 2. Offices.

The principal office of the Corporation shall be located at 134 South 13th Street, Suite 1200, Lincoln, Nebraska 68508 within the Mattson Ricketts Law Firm. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II
MEMBERS AND MEETINGS OF MEMBERS**

Section 1. Membership.

The membership of the Miniature Hereford Breeders Association, Inc. shall consist of those persons and institutions who have made an annual contribution in cash to the Corporation for use in carrying out its purposes. Membership shall be on a year-to-year basis. Each member shall be required to pay cash dues to the Corporation, the value of which shall be determined by the Board of Directors at any annual or special meeting of the Board of Directors. The membership of each member shall be valid for one (1) year from the date of payment. Membership is not transferable.

Section 2. Levels of Membership.

The membership of the Miniature Hereford Breeders Association Inc. shall consist of a Family membership and a Junior membership. Junior memberships are available to youth ages three (3) through twenty one (21). The primary listed individual of a Family membership must be at least eighteen (18) years of age. The levels of membership and the policies thereof shall be determined by the Board of Directors. After a corporation member has maintained a regular membership for a minimum of three consecutive years, then that member shall be recognized as a "member in good standings." Both Family and Junior memberships are eligible to obtain the "member in good standings" status. In order to maintain the "member in good standings" status, membership must remain current and without lapse, probation, or termination.

Section 3. Right of Members.

In accordance with the Corporation membership level policies as developed by the Board of Directors, Junior members represent the Corporation nonvoting class and are therefore not eligible to vote in Corporation business, hold office, or serve as a voting member on a Corporation committee. Family members represent the Corporation voting class. A Family membership shall have the right to cast a single vote in Corporation business and elections, hold office, and serve on

Corporation committees as eligible. The right of a member to vote and all of a member's interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the earnings of the Corporation nor to share in a distribution of the Corporate assets upon the dissolution of the Corporation.

Section 4. Resignation of a Member.

Any member may resign from the Corporation at any time by delivering a written resignation to the President or Secretary of the Corporation. Membership dues are non-refundable.

Section 5. Probation and Termination of a Member.

A member of the Miniature Hereford Breeders Association Inc. may be placed on a probationary period of up to three years upon findings of proper cause by the corporation Board of Directors. Reasons for probation of membership may include, but is not limited to, violations of the corporation Code of Conduct policies, deliberate distribution of false information, repeated attacks on or threats to corporation members, sustained failure to observe and adhere to corporation policies and rules or any action that critically disrupts the organization's goals and purposes, and criminal activity. Reasons for termination of membership may include, but is not limited to, multiple offenses as described as reasons for membership probation, filing litigation against the Corporation or its representatives, or any other action that critically disrupts the goals, purposes, and functions of the Corporation. To be placed on a probationary period, or subject to membership termination, an official request for member review must be delivered in writing to the Board of Directors outlining the charges brought forth against said member. Said notice shall be given by first-class or certified mail sent to the last-known address of the member shown on the Corporation's records. After reviewing the charges brought forth, if action is deemed necessary, the Board of Directors must send a written notice by registered return receipt requested mail to the accused member regarding the Board's deliberations of assigning a probationary status or termination, along with the reason(s) for such action. A member of the corporation facing probation or termination will be requested to participate in a hearing before the Board of Directors within thirty (30) days of receipt of the written notice, during which hearing the Board will review all charges and evidence, and further consider or reconsider the members probation or termination. At the conclusion of said hearing, any probation and termination of a member shall be voted upon by the Board of Directors and shall stand with a simple majority vote of a quorum of the Board of Directors.

A probation of corporation membership consists of a probationary notice attached to the membership record, prohibition of participation on corporation committees, associated groups, and as a Corporation Officer, a restriction from participation in sanctioned Miniature Hereford Breeders Association events, and/or any additional actions as deemed appropriate by the Board of Directors. After the conclusion of the probationary period, the member may submit a written request to the Board of Directors requesting to be restored to the general corporation membership, which would also restore said members rights to participate in all corporation activities. The Board of Directors shall then decide with a simple majority of a quorum of the Board of Directors whether to restore membership, continue probation, or terminate membership. However, any reoccurrence of probationary actions shall be grounds for the permanent termination of the membership. A termination of corporation membership shall consist of said membership being recorded in a 'Termination of Membership' list maintained by

the Corporation Secretary, the immediate termination of eligibility to serve on Corporation committees, associated groups, and as a Corporation Officer, and a restriction from participation in Miniature Hereford Breeders Association events. After a minimum of three years from the date of membership termination, said terminated member may submit a written request to the Board of Directors for eligibility to be reinstated to the Corporation membership. The Miniature Hereford Breeders Association Inc. reserves the right to publish names and terms of such members assigned probation or termination of membership status. Current corporation membership dues for such members with a probation or termination status may be returned on a pro-rated basis. Further details regarding the probation and termination of a member shall be described in official policies as developed and agreed upon by the Board of Directors.

Section 6. Annual Meeting of Members.

The annual meeting of the members of the Miniature Hereford Breeders Association Inc. shall be held at such place or places within the continental United States as shall be determined by the simple majority of the Board of Directors for the purpose of considering and acting upon such matters as may be raised consistent with the requirements of the Nebraska Nonprofit Corporation Act.

Section 7. Notice of Annual Meeting.

Notice of the time, date and place of the annual meeting, together with a description of any matter or matters that must be approved by the members pursuant to the Nebraska Nonprofit Corporation Act, shall be served, either personally, by mail, digitally, or publication in the Miniature Hereford News magazine not less than ten (10) days before the meeting, upon such members of the Corporation.

Section 8. Special Meetings of Members.

Special meetings of the members may be requested at any time by the President, the Vice President, or by the majority of the Board of Directors, and shall be held on such date and at such time and for such purpose as shall be determined by the Board of Directors. The Executive Committee of the Board of Directors must be informed of all special meetings called and at least one member of the Executive Committee must be present during the meeting to ensure professionalism and membership representation.

Section 9. Notice of Special Meeting of Members.

Notice of a special meeting of the members shall be given in the manner and time provided in Section 7 above with respect to notice of the annual meeting.

Section 10. Quorum.

At any meeting of the members of the Corporation, the presence of ten percent (10%) of the votes entitled to be cast from each corporation Region must be present in person to constitute a quorum at such meeting. Unless one-third or more of the voting power of the members from each corporation Region is present in person, the only matters that may be voted upon at the meeting of members are those matters described in the meeting notice. If a quorum is present, the affirmative vote of the majority of the votes cast shall stand in such matters as were appropriately presented before the meeting. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person

without notice other than by announcement at the meeting and without further notice to any absent member.

Section 11. Membership Voting.

At every meeting of members, each eligible member shall be entitled to vote in person. An individual is eligible to vote if he/she holds a current Family membership. Each eligible Family membership of the Corporation shall be entitled to one vote and may vote upon any question placed before the meeting. If a quorum of all eligible corporation voting members is present at said meeting, all questions decided by a majority vote of the eligible persons present in person at said meeting shall stand.

Section 12. Elections.

The Election process of the Corporation Executive Officers and Regional Directors will begin with the mailing of the official Letter of Nomination. An individual is eligible to participate in the election process if he/she holds a current Family membership and maintains said membership throughout the election process. All eligible Corporation members may nominate individuals, be nominated, vote, and run for a position on the Miniature Hereford Breeders Association Inc. Board of Director. To be eligible to hold office in the Corporation a member must be a "Member in Good Standings." All nominees shall be vetted by the Secretary of the Corporation, during which process, he/she will determine if qualifications for the office are met according to Article III Section I. After all nominees are vetted, the Official ballot shall be provided by first class mail to all eligible voting Corporation members. Each eligible Family membership of the Corporation shall be entitled to one vote. All ballots will be tallied by an independent Accounting firm and the official results will be reported to the Corporation Secretary. These results will be recorded by the Secretary and then provided to the membership. In the event of a tie, the corporation Board of Directors will break the tie vote according to a simple majority vote of the Board of Directors, excluding the Director currently holding said position, if he/she is named in the tie.

Section 13. Election of Corporation Board of Directors.

Executive Officers (President, Vice-President, Secretary, and Treasurer) may be nominated and voted on by all eligible Corporation members in accordance with the membership policies established by the Board of Directors. Eligible members of each of the nine regions shall nominate and vote on members from their own region to represent them as their Regional Director and serve on the Corporation Board of Directors. If a region does not provide a nominee at the time of election, the Secretary shall then contact all eligible membership holders in that region and request volunteers to apply for the open position. All applicants will then be provided to the Board of Directors at the next regular meeting. After review of all eligible applicants, the Board of Directors will appoint a Regional Director by the simple majority vote of the Board. The newly appointed Regional Director will hold office for the balance of that term for which the original Director position was listed.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Eligibility and Authority.

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. The Corporation Board of Directors includes the Executive Officers (4) and the Regional Directors (9). To qualify for a position on the Miniature Hereford Breeders Association Inc. Board of Directors, a candidate must be an individual holding a Family membership within the Corporation, and presently a "member in good standings" immediately preceding the current election and maintain such "member in good standings" status for the duration of his/her term. Each Board member must demonstrate values of cooperation, deliberation, and commitment to the Corporation in addition to a strong dedication to the membership of the Corporation. An individual may hold only one (1) position on the Corporation Board of Directors. All members of the Board of Directors shall fulfill his/her fiduciary duties to the Corporation.

Section 2. Number and Term.

The number of Board Members of the Corporation shall be thirteen (13)—the Executive Officers (President, Vice-President, Secretary, and Treasurer) and nine (9) Regional Directors. The number of Directors of the Corporation may be increased or decreased by amendment of these Bylaws in the manner set forth in Article XIII hereof. When the number of Directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires or until resignation or removal as herein provided.

The terms of office shall be as follows:

Executive Officers will serve:

- President. 1-year term at Corporation establishment, 2-year terms thereafter.
- Vice-President. 2- year term at Corporation establishment, 2-year terms thereafter
- Secretary. 1-year term at Corporation establishment, 2-year terms thereafter
- Treasurer. 2-year term at Corporation establishment, 2-year terms thereafter.

Regional Directors will serve:

- 3 Directors will serve 2-year terms at establishment of such, 3-year terms thereafter.
Region 1, Region 4, and Region 7.
- 3 Directors will serve 3-year terms at establishment of such, 3-year terms thereafter.
Region 2, Region 5, and Region 8.
- 3 Directors will serve 4-year terms at establishment of such, 3-year terms thereafter.
Region 3, Region 6, and Region 9.

Section 3. Resignation of a Board of Director.

Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the President or Secretary of the Corporation. The Secretary shall then inform the Board of Directors of the resignation notice. Resignation shall be effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date. Any director so

elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced.

Section 4. Meeting of Executive Officers.

The Executive Officers of the Corporation shall meet for the purpose of organization and the transaction of business; and if a quorum (consisting of at least three Executive Officers) of the Executive Officers is then present, no prior notice of such meeting shall be required to be given to officially conduct Corporation business. The time and place of each meeting may have fixed dates or occur as needed by the consent of all Executive Officers. These meetings shall be held by conference call or similar meeting technology, or in person.

Section 5. Regular Board of Directors Meetings.

Regular meetings of the Board of Directors shall be held quarterly, at a minimum, for the transaction of such business as may come before the meeting, without further notice to the Directors. These meetings shall be held by conference call or similar meeting technology.

Section 6. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the President or Vice-President, and shall be called by either of them on the written request of any two (2) members of the Board of Directors.

Section 7. Notice of Special Meetings.

Notice of all special meetings of the Board of Directors shall be preceded by at least two (2) business days notice to each Director of the date, time and place, and must specify the purpose of such meeting. Only the business pertaining directly to the special meeting may be transacted at any Board of Directors special meetings.

Section 8. Chair.

At all meetings of the Board of Directors, the President, or in his/her absence or inability, the Vice-President, or, in their absence or inability, a Chair chosen by the simple majority of those Directors present, shall preside.

Section 9. Quorum.

At all meetings of the Board of Directors, a majority of the Directors in office immediately before the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director, and may take such other action and further action as is provided in Article III, Section 4, of these Bylaws.

Section 10. Compensation.

Directors shall not receive any salary for their services as Directors, but, by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

Section 11. Action by Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the action is taken by the simple majority of the members of the Board of Directors and thereafter evidence by one or more written consents describing the action taken, signed by each affirmatively-voting Director, and included in the minutes filed with the Corporate records reflecting the action taken.

Any action required or permitted to be taken by the Executive Committee of the Board of Directors may be taken without a meeting, if the action is taken by the simple majority of the Executive Committee and thereafter evidence by one or more written consents describing the action taken, signed by each affirmatively-voting Executive Committee member, and included in the Corporate records reflecting the action taken.

Section 12. Removal of a Board of Director.

Any Director may be removed from office with just cause, whenever in its judgment, the best interest of the Corporation and its members would be served thereby. Reasons for removal may include, but is not limited to, violations of the Corporation Code of Conduct policies, deliberate distribution of false information, repeated attacks on or threats to Corporation members, sustained failure to observe and adhere to Corporation policies and rules, any action that critically disrupts the Organization's goals and purposes, or criminal activity. Charges against any such Director and evidence of such Directors actions must be written and filed with the Executive Committee of the Board of Directors a minimum of fifteen (15) days prior to such meeting. Such accused Director shall have the right to be confronted with the charges and associated evidence (minus the names of accusers and/or complainants) during a scheduled hearing and to show cause why he/she should not be removed from office. Such hearings must be called according to the procedures set forth for special meetings of the Board of Directors a minimum of five (5) days prior to the effective date of removal. During the hearing to discuss the removal of said Director, the remaining members of the Board of Directors (that is those others than the accused) shall be the judges as to the advisability of the removal of such Director. The accused Director shall be removed from the Board of Directors by the affirmative vote of a simple majority of a quorum of the Board of Directors cast in person or through telephonic communications during the hearing called for that purpose. Upon the Director removal from office, said office shall be declared vacant and the remaining members of the Board of Directors shall proceed to fill the position according to the policies for filling any other Officer vacancies.

Alternatively, should the Board of Directors choose, any Director may also be removed from office with just cause by the vote of the corporation membership during a special election. To vote on the removal of a member of the Board of Directors during the special election, corporation membership must be eligible to vote according to the policies described in Article II Sections 11, 12, and 13. The removal of a Regional Director will be voted upon by the eligible membership of his/her region, while the removal of an Executive Officer will be voted upon by the full corporation eligible membership. The official ballot for said special election shall be provided by first class mail to all eligible voting Corporation members. All ballots will be tallied by an independent Accounting firm and the official results will be reported to the Corporation Secretary. These results will be recorded by the Secretary and then provided to the membership.

Section 13. Executive Committee of the Board of Directors.

The Executive Committee of the Board of Directors shall consist of the President, the Vice President, the Secretary, and the Treasurer of the Miniature Hereford Breeders Association Inc., which constitutes the corporation Executive Officers. The Executive Committee shall have and exercise the authority of the Board of Directors pursuant to the Nebraska Nonprofit Corporation Act. At all times when a meeting of the Board of Directors is not in session, provided, however, that the Executive Committee shall not have authority to approve or recommend to members the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets. The Executive Committee has the authority to conduct Corporation business. The Executive Committee shall meet at such times deemed necessary according to procedures set forth in Article III Section 4. Notice of a meeting of the Executive Committee shall be given in the same manner and time prescribed for special meetings of the Board of Directors. The Executive Committee shall maintain a record of its actions which shall be kept on record with the corporation Secretary and may be provided to the Board of Directors.

Section 14. Loans to Officers and Directors.

The Corporation shall not lend money to nor guarantee the obligation of any Director of the Corporation.

**ARTICLES IV
OFFICERS**

Section 1. Designation.

The officers of the corporation shall consist of a duly elected President, Vice President, Secretary, and Treasurer, the four of which represents the Corporation Executive Officers, and nine (9) Regional Directors. These officers have such power and duties as consistent with these Bylaws, and as may be appointed and determined by the Board of Directors.

Section 2. Qualification.

The officers of the corporation shall be duly elected according to Article II Section 11, 12, and 13. The Board of Directors of the corporation will consist of the following officers: the President, Vice President, Secretary, and Treasurer, as well as the nine Regional Directors. Each officer shall be a "member in good standings" according to Article II Section 2 immediately preceding the election and maintain such "member in good standings" status for the duration of his/her term. An officer must meet all requirements to serve on the Corporation Board of Directors in addition to other qualifications that may be developed by the Executive Committee of Board of Directors and approved by the Board of Directors. No two offices may be held by the same person at the same time. Officers of the Miniature Hereford Breeders Association Inc. shall not concurrently hold another position on a separate Miniature Hereford related association or organization board.

Section 3. Vacancy.

In the event of a vacancy in any office, for any reason whatsoever, a majority of the Board of Directors then in office may appoint a person to fill such vacancy; and the person so appointed shall hold office and serve for the remainder of the term of that position of the Board of Directors.

Section 4. President.

The President shall preside at all meetings of the members, the Executive Committee of the Board of Directors, and the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation, execute notes, contracts, and conveyances, and is eligible to serve on or Chair Corporation committees. The President is responsible for the oversight and direction of all subsequent Officers and ensuring all Officer duties are fulfilled.

Section 5. Vice President.

At the request of the President, or in the event of the absence or disability of the President, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law or by these Bylaws, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors or by the President.

Section 6. Secretary.

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and members of the Corporation. The Secretary shall maintain a registry of the corporation members, and shall exhibit such books, as deemed appropriate, at reasonable times to any Director upon request to the Corporation Executive Committee of the Board of Directors. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors and/or the Executive Committee of the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Executive Committee of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors and/or the President.

Section 7. Treasurer.

The Treasurer shall have supervision and custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Executive Committee of the Board of Directors and/or the Board of Directors. The Treasurer's duties include the financial management of the Corporation, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Executive Committee of the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, as shall be designated by the Executive Committee, shall sign all checks of the Corporation or electronic transfers and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation with monies drawn on accounts in the name of the Corporation. The Treasurer shall enter regularly on the books of the corporation to be kept for that purpose full and accurate accounts of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and shall exhibit such books, as deemed appropriate, at reasonable times to any Director upon request to the Corporation Executive

Committee of the Board of Directors. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Executive Committee of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors and/or the President.

Section 9. Regional Directors.

Regional Directors will communicate with the members within his/her region, disseminate information from the Corporation and bring concerns of the membership back to the Board of Directors. Regional Directors shall also oversee MHBA sanctioned shows and other events in his/her Region to ensure that the show/event is operating in accordance with MHBA rules and guidelines. The Regional Directors shall, in general, perform all the duties incident to liaison positions, subject to the control of the Executive Committee of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors and/or the President. Regional Directors shall perform his/her duties professionally as official representatives of the Miniature Hereford Breeders Association Inc. and are expected to maintain a high degree of integrity and equality in all communications and represent the best interest of the corporation and its membership.

Section 9. Salaries.

No salaries shall be paid to any officers of the Corporation, but this shall not prevent the reimbursement of any officer of any expenses authorized by the Executive Committee of the Board of Directors which were incurred on behalf of the Corporation.

Section 10. Removal.

Any Officer or Regional Director may be removed from office with just cause according to the policies set forth in Article III Section 12.

Section 11. Assistant Secretaries and Assistant Treasurers.

The President, the Executive Committee, or Board of Directors may, from time to time, designate one or more persons to serve as Assistant Secretary and Assistant Treasurer with such duties and responsibilities as may be designated in the resolution of appointment.

**ARTICLE V
COMMITTEES**

Section 1. Standing Committees.

The Executive Committee of the Board of Directors shall appoint at least one (1) member of the Board of Directors to serve on the following standing committees, to assist the Board of Directors in the administration of the affairs of the Corporation:

1. Audit Committee
2. Show Committee
3. MHBA Junior Nationals Committee (MHJN Committee)
4. MHBA Royalty Committee

The Executive Committee of the Board of Directors or the Board of Directors may add or remove standing committees as deemed appropriate by the simple majority vote. Each standing

committee shall have a member of the corporation Board of Directors be an active member of said committee, at a minimum, or said member of the Board of Directors shall serve as the committee chairperson. Each committee shall consist of such other eligible members as designated by the committee chairperson and approved by the Board of Directors. The members of a standing committee, who are not members of the corporation Board of Directors, shall be members of the corporation. The duties and responsibilities of the committee chairperson and committee members may be designated in the resolution of appointment. The Executive Committee of the Board of Directors has the authority to remove a committee chairperson with just cause and appoint a replacement with a simple majority vote of the Board of Directors. Notice of committee chairperson appointments and committee membership will be provided to the corporation Secretary and made available to the Board of Directors and the corporation membership. Each committee shall provide the Board of Directors with a written monthly report concerning committee activities and/or committee meeting minutes, to be presented during the regular meetings of the Board of Directors.

Section 2. Audit Committee.

The Audit Committee shall consist of not less than two (2) members, each of whom shall be a member of the Board of Directors. In addition to these committee members, the corporation Treasurer will collaborate with the Audit Committee, although the Treasurer may not serve as an Audit Committee member. The Audit Committee shall have responsibility for conducting an audit of the Corporation's books and financial records for each calendar year. The Committee may perform its own audit or designate an independent auditor with the approval of the Board of Directors to carry out this responsibility.

Section 3. Show Committee.

The Show Committee shall consist of not less than three (3) and no more than seven (7) corporation members in good standing. The chairperson of the committee must be a current member of the corporation Board of Directors. Show Committee members shall have the responsibility of developing National and Regional show policies and class lists, as well as any other official show-related requirements. All documents and policies developed by the Show Committee must be approved by a simple majority of the Corporation Board of Directors prior to the policy implementation.

Section 4. MHBA Junior Nationals Committee.

The Miniature Hereford Breeders Association Inc. (MHBA) Junior Nationals (MHJN) Committee shall consist of not less than three (3) and no more than twelve (12) current corporation members. The chairperson of the committee shall be appointed by the Executive Committee of the Board of Directors, with the approval of the corporation Board of Directors, on an annual basis and must be a "member in good standings" of the corporation. This committee shall have the responsibility of organizing and facilitating the annual MHBA Junior Nationals show as well as raising all the necessary operating funds thereof. The MHJN show shall consist of a complete Junior show, at a minimum, with additional youth activities, competitions, or events to be developed and facilitated at the discretion of the MHJN Committee, with the approval of the corporation Board of Directors. All rules and regulations for the MHJN show must follow the rules, regulations, and policies set forth by the corporation Show Committee. The committee may

develop additional policies, which must be approved by the Board of Directors prior to implementation.

Section 5. MHBA Royalty Committee.

The Miniature Hereford Breeders Association Inc. (MHBA) Royalty Committee shall consist of not less than three (3) and no more than seven (7) current corporation members. The chairperson of the committee shall be appointed by the Executive Committee of the Board of Directors, with the approval of the corporation Board of Directors, on an annual basis and must be a “member in good standings” of the corporation. This committee shall have the responsibility of organizing and facilitating the MHBA Royalty and Ambassador programs, which includes at a minimum one (1) MHBA Queen and one (1) MHBA Princess to be selected on an annual basis. This committee will develop all rules and regulations for the MHBA Royalty and Ambassador programs, which must be approved by the Board of Directors prior to implementation.

Section 6. Term.

The term of service for each committee chairperson and member shall be for one (1) year, with the option of renewal, and each Committee Member shall serve at the pleasure of the corporation Executive Committee and/or the Board of Directors. Any vacancy of the committee chairperson shall be filled by appointment by the Executive Committee. Any vacancy in the membership of a standing committee, outside of the committee chairperson, shall be filled by the committee chairperson.

ARTICLE VI

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation, with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VII

CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by an contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

ARTICLE VIII

VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The

Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE X
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI
TELEPHONIC MEETINGS

Members of the Executive Committee, the Board of Directors, or of any of the corporation committees may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members of the Board or committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to the Executive Committee, the Board of Directors, or the committee, as the case may be.

ARTICLE XII
INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503,

504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII
AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by affirmative vote of a majority of the members of the Board of Directors.

ARTICLE XIV
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501 (c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.