

# **BY-LAWS OF THE AMERICAN SHORTHORN ASSOCIATION**

## **ARTICLE I**

### **AIMS AND OBJECTIVES**

The American Shorthorn Association (referred to herein as the “Association” or “ASA”) has as its primary objectives the development, registration, keeping performance records for the breed and its membership and promotion of the Shorthorn breed of cattle in the United States of America. The Association shall do all things reasonable and necessary to accomplish its objectives. The Association shall be open to all persons who qualify for membership as specified in the Bylaws and Rules and Regulations. The Association shall be a non-profit corporation which is not organized for any business purpose of pecuniary gain or profit.

### **ARTICLE II MEMBERSHIP**

Section 1: Membership in the American Shorthorn Association shall be open to all persons of good character, who are careful and reliable breeders of Shorthorn cattle, or who are in a business closely allied with the Shorthorn cattle industry, or who are in any way interested in Shorthorn cattle.

Section 2: The following classifications of membership shall exist:

Active Members. Active members are defined as individuals 22 years of age or older, a firm (farm, ranch or other enterprises), partnership or corporation, who have recorded pedigrees or transfers of Shorthorn cattle at any time during the previous calendar year, and is not over 90 days delinquent for any fees owed to the Association

- Inactive Members. Inactive members are defined as individuals 22 years of age or older who have not recorded pedigrees or transfers of Shorthorn cattle within the previous calendar year or are 90 days past due with ASA.
- Junior Members. Junior members are defined as individuals 22 or less years of age who otherwise qualify for membership.
- Rights of membership. Active members are entitled to register and transfer cattle at member rates. Members also have a vote in the selection of delegates for the national annual meeting of the American Shorthorn Association.
  1. Only members who have paid their membership fee for that calendar year will be allowed to register cattle with the Association.

Section 3: Membership Restrictions

Inactive and Junior Members shall not have any right to vote for delegates nor shall they be eligible to serve as delegates, directors or officers of the corporation.

Section 4: Applications for membership

Applications for membership shall be made in conformance with the rules and regulations of the Association. All memberships are non-transferable, except as described in the rules and regulations relating to the death of a member or transfer of membership from one family member to another family member.

### Section 5: Fees

The fees for association services and activities shall be established by the Board of Directors and will be adjusted by the Board as needed. Such fees may vary according to breeder class and membership status but shall be uniform within each class. Each member must pay, within the time frame and on the conditions set by the Board of Directors, for the fees for membership activities.

### Section 6: Members in Good Standing.

The Definition of members in good standing as described under Article III, Election of Delegates, Section 2, numbers 1 through 3.

### Section 7: Termination/Suspension of Membership.

A membership shall terminate on occurrence of any of the following events:

- The resignation of the member;
- Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- The member's failure to pay dues, fees, or assessments as set by the Board of Directors within 90 days after they are due and payable are then considered not in good standing and not eligible for members privileges.
- Termination or suspension of membership under Section 8 of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

### Section 8: Termination or Suspension of Membership.

If grounds appear to exist for suspending or terminating a member under Section 7 of these Bylaws, the following procedure shall be followed:

The Board of Directors shall give notice of the proposed suspension to terminate membership and the reasons for the proposed suspension or termination at least 30 days prior to the suspension date. This does not include voluntary terminations, such as non-renewal of membership.

- The notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or individual authorized by the Board

of Directors to determine whether the suspension or termination should occur.

- The Board of Directors, committee, shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors, committee shall be final.
- Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

### **ARTICLE III ELECTION OF DELEGATES**

#### **Section 1: Process of Electing Delegates**

Delegate ballots will be mailed from the ASA office in August of each year to members in good standing as of August 1 of that year. All ballots must be returned to the ASA office by the Tuesday after Labor Day in September of that year. When ballots are mailed there will be a list of members in good standing from that state or district for members to select from to fill in their ballots. Each member shall cast the same number of votes that match the number of delegates eligible from that state or district to have that ballot counted. Only one ballot or delegate will be allowed per membership vote per entity or membership. The ballots mailed for each state or district will include the number of delegates allocated from their state or district. Ballots will be counted to determine the delegates with the most votes. Each delegate will be contacted to confirm their willingness and intentions to serve and attend the annual meeting. If any elected delegate declines the position, the member in good standing with the next highest number of votes will be contacted and asked their willingness and intentions to serve as a delegate. This process will continue until all allotted delegates positions are filled. Delegates will be notified at least 30 days prior to the annual meeting. Delegates will serve their state or district as a representative from October 1 to September 31 of each year.

#### **Section 2: Definition of Members in Good Standing**

1. The member must be an adult member of the American Shorthorn Association and have membership paid in full by August 1.
2. The member must not be over 90-days delinquent on their account to be a member in good standing.
3. The member must have registered or transferred a minimum of one animal during that fiscal year September 1 to August 31 or be a WHR breeder and have at least one animal in their inventory and have their WHR fees paid in full by August 1.

#### **Section 3: Structuring Districts or State.**

Each state will be a separate district and will be recognized as a state delegation, Canada will be considered the equivalence of a single state. The number of delegates from that state will be determined by the number of members in good standing at the time the ballots for delegate election are mailed. The allocation of delegates per members is as follows: 1-25 members = 1 delegate. 26-50 members = 2 delegates. 51-75 members = 3 delegates. 76-100 members in good standing = 4 delegates. 101-125 members = 5 delegates. 126-150 members = 6 delegates and so on according to the number of members

in good standing. The allocation of delegates will increase by one delegate for each increment of 25 members in good standing above 151. Only those members in good standing within the state delegation will be considered to determine the number of delegates per state.

#### Section 4: Voting Process at Annual Meeting

Only delegates in attendance at the meeting are eligible to vote, there will be no proxy votes accepted. Delegates will vote by secret ballot. Each ballot will list the names of the candidate's, blank lines will be available for nominations made from the floor. The ballot will be designed for its state delegation. Each delegate will vote for the number of seats open for election. The ballot will not be counted if the delegate votes for less than or more than the number of open positions on the board. The votes for the state or district will be divided among the delegates in attendance at the election. Each state or district will be allotted one vote per member in good standing in that state as of August 1<sup>st</sup>, as listed on the Delegate ballot, providing at least one delegate is present to vote from that state. The credentials committee will count the votes on the ballots and the results will be kept confidential. In the case of a protest, the Executive Committee will review the ballots and have final authority of the election.

#### Section 5: Nominating Committee for Board Candidates

A nominating committee appointed by the Executive committee of the ASA Board of Directors, consisting of five ASA members, will be tasked with searching out qualified candidates to serve on the ASA Board of Directors for each open seat on the Board. To achieve a broad representation of members, the nominating committee should seek, when possible, candidates from various regions of the country. If possible, the candidates should not be from the same geographic area. The term of the nominating committee will be from annual meeting to annual meeting. A new nominating committee will be announced at each annual meeting. Any member in good standing as of August 1 of each year wishing to run for the ASA Board of Directors must inform the nominating committee of their intent to run for the Board of Directors. The nominating committee will review all applicants and make a final decision for nominations. All candidates must be members in good standing. Candidates will be appointed at least 60 days prior to the annual meeting and must present a biography to be published in the Shorthorn Country by the required deadline. Candidates will be presented to the members by the nominating committee chair at the annual meeting, the President will then ask for nominations from the floor prior to the election.

### **ARTICLE IV MEETINGS OF THE ASSOCIATION**

#### Section 1: Frequency of Annual Meeting

The Association shall hold an annual meeting during each fiscal year of the corporation. Directors shall be elected at the annual meeting and subject to the requirements of these Bylaws. Proper business may be transacted at any meeting, whether regular or special.

#### Section 2: Time and Location

Notice of the time and place of the annual meeting of the Association shall be determined by the Board of Directors and published in the Association magazine

(Shorthorn Country) at least sixty (60) days prior to said meeting. Said notice shall include notification of all provisions relating to the agenda for said meeting.

### Section 3: Annual Meeting Agenda

The agenda for the annual meeting shall be prepared by the Board of Directors. Notice of the tentative agenda shall be published together with the notice of the annual meeting of the corporation. Said tentative agenda shall be subject to change up to 30 days prior to the scheduled annual meeting at which time the agenda shall become final. The final agenda shall be published in the Shorthorn Country prior to the annual meeting. Any member wishing to have an item placed on the agenda for the annual meeting of the Association shall submit such agenda item(s) to the Board of Directors prior to thirty (30) days in advance of the annual meeting of the Association. Any such agenda item submitted after said time shall be held over until the next subsequent annual or special meeting of the members of the Association. The association will comply with the Missouri state, and federal law regarding nonprofit corporation agenda posting requirements.

### Section 4: Quorum

A quorum must be established to conduct the business of the Association. A quorum shall consist of 50% of the members in good standing of the Association represented by their elected delegates.

### Section 5: Conduct of meetings

All meetings of the Association shall be governed by the provisions of Robert's Rules of Order Newly Revised. The President of the Association shall preside over and conduct all meetings of the members.

### Section 6: Special meetings

Special meetings of the membership of the Association may be called by the President, by at least four (4) of the members of the Board of Directors or by 1/20th of the Active Members of the Association. Notice of a special meeting of the membership shall be given thirty (30) days in advance thereof and shall specify the purpose of such special meeting. Only business relating to matters contained in the notice of that meeting shall be transacted at such meeting. All other provisions of these By-laws relating to the conduct of the meetings of the Association not inconsistent herewith, shall apply to special meetings of the Association.

### Section 7: Approval by Majority Vote.

If a quorum is present, the affirmative vote by a majority of the Annual State delegates represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the members.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 1: Director Eligibility

The affairs of the corporation shall be managed by a Board of Directors consisting

of nine (9) members elected by the delegates of the members in good standing. Such directors shall be members in good standing of the Association and shall own cattle registered with the American Shorthorn Association during their tenures.

#### Section 2: Scope of power and duties

The Board of Directors of the Association shall have at least the following powers and duties:

- To make, alter, amend or repeal By-Laws for the management of the affairs of the corporation not inconsistent with laws or the Articles of Incorporation of this Association.
- To adopt rules and regulations governing the conduct of the members.
- To create and establish programs for the advancement of the Shorthorn breed.
- To establish fees for membership and for all services provided by the Association.
- Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe powers and duties and fix their compensation as are consistent with the law, and these Bylaws.
- To enter into contracts of all types to include the purchase of insurance
- To buy and or sell real estate or any personal property necessary to transact the business of the association
- To require financial audits and policy.
- To comply with all state and federal laws to ensure that the association maintains its state and federal tax exempt status.

#### Section 3:

The Board of Directors shall consist of nine (9) members, each serving a term of three (3) years. Three (3) directors shall be elected at the annual meeting of the membership each year to serve for the ensuing three (3) year term. A director may serve any number of terms provided, however, that a director shall not be eligible to serve more than two (2) consecutive terms. Each director elected shall hold office until the expiration of the term for which elected and until an eligible successor is elected.

#### Section 4: Nominees Right to Solicit Votes.

The Board of Directors shall establish procedures which allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy and a reasonable opportunity for the nominee to solicit votes.

#### Section 5: Unscheduled vacancies

A vacancy on the Board of Directors caused by death, resignations, or otherwise, shall be filled by appointment by the Board of Directors. Any such director appointed to fill a vacant term shall serve until the next annual meeting of the Association at which time a member shall be chosen by the delegates to fill the remainder of such unexpired term.

#### Section 6: Election of Officers

The officers of the Association shall be chosen annually by the Board of Directors for the next year, at the last board meeting before the Annual Meeting. In the event and newly elected officer is not re-elected to the Board of Directors at the annual meeting a new election of officers for that office will be held immediately after the close of the annual meeting. Officers will serve only year terms, but may hold a position more than once in their three-year term.

#### Section 7: Special meetings of the Board

A special meeting of the Board of Directors of the Association may be held at any time. This includes Conference Calls, and/or any Digital Meetings as deemed necessary. Special meetings shall be called by the President or by any three (3) directors. Five (5) days prior with written notice of the time and place of such special meeting shall be given by the Executive Secretary/CEO to each director. Such notice shall include notice of the purpose of the special meeting. Notice of any meeting may be waived by any director. The notice shall be given, five days prior to the meeting; by fax, e-mail, text or any other form of communication that reaches all Board of Directors.

#### Section 8: Quorum of Directors

A majority of the directors of the Association shall constitute a quorum for the transaction of business. Action taken by a majority of the directors present at any meeting shall constitute the action of the Board of Directors. In all matters acted upon by the Board of Directors, each director shall be presumed to have consented to such action unless such director either notes his abstention or dissension on the record of the minutes of the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

#### Section 9: Action without a Meeting.

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

#### Section 10: Compensation

No director of the Association shall receive remuneration for their services as a director, provided, however, the expenses incurred by any director attending meetings of the Association may be paid by the Association. The association will cover hotel and meal costs for the Board when conducting the business of the association. Directors are prohibited from providing services which would require compensation or

reimbursement from the Association.

#### Section 11: Judging

Directors of the Association shall be prohibited from acting as judges of any American Shorthorn Association Sanctioned shows.

#### Section 12: Indemnification

The Association shall indemnify all directors and officers of the Association against all cost and expenses incurred by or imposed upon, in connection with or resulting from any action, suit or proceeding to which is or may be made by a party by reason of being or having been a director or officer of the Association. Such indemnification shall include settlements made in amounts approved by the Board of Directors at such time settlement is affected, whether or not such person is a director or officer at the time such costs are incurred by or imposed upon them. Provided, however, this indemnification shall not apply where the party seeking indemnification shall be finally adjudged to be liable by reason of having been negligent or guilty of misconduct or otherwise derelict in the performance of their duty as director or officer of the Association. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

#### Section 13: Formation of Committees

The Board of Directors shall establish the following standing committees and such other ad hoc committees as shall be appropriate to the efficient administration of the business of the Association. Standing committees of the Association shall be as follows:

- Executive Committee: Shall consist of the President, Vice President and one member at large of the Board of Directors as well as the Executive Secretary/CEO. A member from the Board of Directors shall be selected by the President.

It shall be the responsibility of the Executive Committee to conduct the affairs of the Association between regularly scheduled meetings and to carry out the instructions of the Board of Directors.

Any decisions that the Executive Committee may make or take action on must be brought before the entire board within 10 days and is subject to approval by majority vote of those present at such meeting before the action becomes final and is implemented.

- Finance Committee: The President will appoint two members from the board to serve on the Finance Committee along with the Vice President and the President. The President will also designate a chair for the Financial Committee. This committee shall monitor the finances of the Association on a periodic basis review income and expense report monthly. The Executive and accounting personnel will prepare and submit to the Board of Directors for approval an annual operating budget and review proposed capital expenditures for recommendation to the Board of Directors to be approved by the Board of Directors.
- Personnel Committee: The Executive Committee shall serve as the personnel committee. The personnel committee shall be responsible for the employment the



Executive Secretary/CEO for the Association and all matters pertaining to the conditions of employment subject to Board approval.

- Standing Committees: The following standing committees shall be appointed annually by the Board of Directors. The standing committee shall make their recommendations to the Board of Directors and the membership at the annual meeting of the Association. The Vice-President of the Association shall be responsible for making recommendations to the Board of Directors of standing committee members.

Committees shall consist of a Chairperson, Vice Chairperson, and a liaison member from the Board of Directors.

The Chairman shall be responsible for the organization of the agenda, presiding over the committee meeting, presenting the committee recommendations to the Board of Directors in writing and giving a report of the recommendations at the annual meeting. The term for Committee Chairs and Vice Chairs shall be for one year, unless removed by the Board or such chair submits a resignation in writing to the Vice-President of the Board. The Committee Chairs or Vice Chairs may serve consecutive terms as appointed by the Vice President and/or Board of Directors.

The Committee Chairs, Board members and/or Executive assisted by Staff will be responsible for developing enactment strategies and in-depth analysis of material presented by the committees.

Show Committee Charge:

- The committee shall be selected by a system approved by the Board of Directors.
- To bring innovative ideas to improve the value of show cattle.
- To increase membership and inspire breed loyalty.
- To develop innovative means of evaluating phenotypic and genotypic worth.
- To increase exhibitors and audience enjoyment of show events.
- To select judges by secret ballot from a list of judges approved by the Board of Directors.
- The ASA Board of Directors may revise the assignment of a judge to any show.

Shorthorn Genetic Improvement Committee Charge:

- To make recommendations concerning objectively measured traits of economic importance.
- To cooperate with other committees to develop educational materials to improve the understanding of Shorthorn genetic worth.
- To increase the value of Shorthorns through the measurement of the indicator and direct economically important traits.
- To develop programs for the membership to increase the genetic worth of Shorthorn genetics.
- To promote the use, ancestral recording, and genetic evaluation of Shorthorn genetics in crossbreeding and composite breeding systems.
- To determine ways to increase the value of Shorthorn genetics when used in conjunction with other breeds.
- To provide direction on ways to expand the number of cattle containing Shorthorn genetics.

- To increase the amount of Shorthorn genetics used in the commercial cow/calf and beef industry.
- To increase the value of Shorthorn genetics in the commercial cow/calf and beef industry.
- Develop programs that will encourage the commercial cow/calf and beef industry to utilize American Shorthorn Association services.

Shorthorn Promotion and Acceptance Committee Charge:

- To increase the value of Shorthorns, by suggesting innovative national, regional, and local advertisement.
- To increase awareness of Shorthorns among beef producers, meat retailers, and consumers.
- To develop business opportunities that will increase red meat sales of Shorthorn origin.
- To increase the amount of Shorthorn genetics used in the commercial cow/calf and beef industry.
- To increase the value of Shorthorn genetics in the commercial cow/calf and beef industry.
- Develop programs that will encourage the commercial cow/calf and beef industry to utilize American Shorthorn Association services.

The President of the Board of Directors may appoint special committees that are necessary to the business of the Association.

Advisors for the American Junior Shorthorn Association Charge:

- One ASA Board Director will be appointed to serve as an advisor to the Junior Board of Directors.
- Two additional advisors from members at large shall be appointed by the Junior Board of Directors to serve as advisors for the AJSA.
- To provide direction, and support for the American Junior Shorthorn Association and the Junior Director employed by ASA.
- To determine procedures to expand leadership skill training, scholastic rewards, citizenship, and breed participation among the junior membership.
- To assist and give guidance to both the AJSA Board of Directors and Director of Junior Activities. To be of assistance in planning Junior activities such as the National Junior Shorthorn Show and Youth Conference.

All Committee recommendations must be approved by the ASA Board of Directors before they would become policy. The ASA Board of Directors may revise any recommendations prior to adoption.

## **ARTICLE VI OFFICERS**

### Section 1: Roles

The officers of the Association shall consist of the President, the Vice- President,

and the Executive Secretary/CEO.

#### Section 2: Compensation

No elected officer of the Association shall receive remuneration for their services as an officer, unless an officer is mandated to attend a special activity approved by the majority of the Board of Directors. If mandated the officer would be entitled to reimbursement for their expenses. Officers are prohibited from providing services which would require compensation or reimbursement from the Association.

#### Section 3: Election of Officers

The officers of the Association shall be chosen annually by the Board of Directors for the next year, at the last board meeting before the Annual Meeting. In the event and newly elected officer is not re-elected to the Board of Directors at the annual meeting a new election of officers for that office will be held immediately after the close of the annual meeting. Officers will serve only year terms, but may hold a position more than once in their three-year term. Without prejudicing the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. All officers of the Association shall be precluded from acting as Shorthorn judges in any major or state show to which the Association provides funds or premiums.

#### Section 4: Duties of the President

The President of the Association shall preside at all meetings of the members of the Association and of the Board of Directors and Executive Committee of which he or she is President. The President shall carry on the business of the Association under the By-Laws, Rules and Regulations, and the instructions of the Board of Directors

#### Section 5: Duties of the Vice President

The Vice-President of the Association shall perform the duties of the President in the event of the absence, disability or death of the President and until the successor to the Presidents shall have been chosen.

#### Section 6: Duties of the Executive Secretary/CEO

The Executive Secretary/CEO of the corporation shall have the following duties:

- The Executive Secretary/CEO shall have the general day to day charge of the affairs of the Association, subject to the control of the approved Rules and Regulations and the instruction of the Board of Directors. The Executive Secretary/CEO shall establish the office policies and procedures. The Executive Secretary/CEO shall have the authority and discretion to hire and or terminate association staff without obtaining consent from the Board of Directors. The Executive Secretary/CEO shall advise and inform the executive committee of these actions. The Executive Secretary/CEO shall have the authority and shall not be required to obtain written or verbal consent, to open, maintain and/or transfer funds for the financial interest of the Association; the Executive Secretary/CEO shall notify the Financial Committee of any such transactions in the monthly financial reports provided to the committee.

- The Executive Secretary/CEO shall present a report on the condition of the Association and a survey of the Shorthorn industry at the annual members meeting. The Executive Secretary/CEO shall prepare an annual budget for the consideration of the Finance Committee and the Board of Directors at the annual meeting of the Board or as otherwise directed by the Board and/or Finance Committee.
- The Executive Secretary/CEO shall keep and maintain the books and records of account of the Association. Said books of account shall be open to inspection by any Director upon request. The accounting personnel under the direction of the Executive Secretary/CEO shall cause the funds of the Association to be collected and shall deposit them. The Executive Secretary/CEO with direction to accounting personnel shall disburse the funds as may be ordered by the Board of Directors and shall render to the President and Directors, whenever requested, an account of all transactions as Executive Secretary/CEO, of the financial condition of the Association. The Executive Secretary/CEO shall submit a statement of his accounts at each regular meeting of the Board, with proper vouchers and shall settle the same if required. The Executive Secretary/CEO shall render an annual account prior to the annual meeting of the Board of Directors.
- In the absence or inability of the Executive Secretary/CEO, any other officer of the corporation designated by the Board of Directors shall perform all the duties of such Executive and or accounting personnel until such is appointed.
- The Executive Secretary/CEO shall direct all publicity, advertising and extension work carried on by the Association subject to the instructions of the Board of Directors. The Executive Secretary/CEO shall also direct all Association participation in connection with the exhibition of Shorthorn cattle at fairs and shows.
- The Executive Secretary/CEO shall supervise the work conducted by the office staff of the Association in connection with the recording of pedigrees, transfers of pedigrees, performance data, as well as DNA activity in approved computer software to maintain the integrity of the herd book.
- The Executive Secretary/CEO shall sign all certificates of membership which may be issued by the Association.
- The Executive Secretary/CEO shall keep a full and true account of the minutes of the meetings of the members, the Board of Directors and the Executive Committee. The Executive Secretary/CEO may cause a stenographic record of all proceedings of such meetings to be made which shall be duly attested to by signature and the same shall constitute the record of any factors which are considered.

#### **ARTICLE VII AMENDMENT TO BY-LAWS**

The By-Laws of the Association may be amended from time to time by a majority vote of the Board of Directors at a regular or special meeting called for that purpose. The By-

Laws of the Association may be amended by the membership of the Association. Any amendment of the By-laws by the membership of the Association shall require a 2/3 vote of the members present at such meeting through their delegates.

### **ARTICLE VIII GENETIC CHARACTERISTICS**

The Association shall receive, investigate and maintain on file information affecting genetic characteristics of breeding animals in such manner as shall be prescribed by the rules or regulations. The Board of Directors of the Association shall determine by rule those deleterious or lethal genetic conditions and/or non-lethal genetic conditions or factors which are considered undesirable. The Board shall further formulate by rule a system of classification of animals based on specific criteria.

The Association without any of its Directors, Officers, Employees or members becoming liable in damages therefor shall cause notice to be given in the breed publication of any cancellation of pedigree resulting from any deleterious or lethal, non-lethal genetic conditions or characteristics.

### **ARTICLE IX PROGRAMS**

The Board of Directors of the Association shall establish such programs as it shall deem appropriate for the furtherance of the purposes of the corporation. Such programs shall relate to, but not be limited to, such programs as an appendix registry, DNA genotyping, embryo transplant programs, etc.

### **ARTICLE X AFFILIATED ASSOCIATIONS**

No state shorthorn organization will be considered an “affiliate”, as defined by 15 U.S.C. 1681 et.eq. No state may use American Shorthorn Association’s Federal Tax ID Number without express written permission. Each state must acquire their own Tax ID Number, if necessary. Each state organization shall become its own legal entity or unincorporated entity, as the state organization may choose. Each state organization will become an American Shorthorn Association licensed entity, able to use any American Shorthorn published materials for promotional activities. A state organization may, with written consent, use the American Shorthorn Association name and logo. The state organizations, with written permission from the Executive Director or Board of Directors, can jointly sponsor activities and events with American Shorthorn Association. No State Organization can bind in any form or manner American Shorthorn Association, its Executive or Board of Directors without written consent of the American Shorthorn Association Board of Directors.

### **ARTICLE XI PUBLIC DISCLOSURE POLICY AMERICAN SHORTHORN ASSOCIATION**

1. THE FOLLOWING DOCUMENTS WILL BE MADE AVAILABLE TO THE PUBLIC THROUGH ASA'S WEBSITE; AT THE MAIN OFFICE; OR WITHIN THIRTY (30) DAYS OF WRITTEN REQUEST SUBMITTED TO THE MAIN OFFICE. ALL MEMBERS OF THE ASA & AJSA BOARD OF DIRECTORS ARE TO DIRECT MEMBERS TO FOLLOW THIS POLICY TO OBTAIN THIS INFORM. ASA & AJSA

BOARD MEMBERS CANNOT OTHERWISE RELEASE INFORMATION.

- A. ARTICLES OF INCORPORATION
- B. BYLAWS AND ALL AMENDMENTS
- C. ASA RULES AND REGULATIONS
- D. FORM990'S AS REQUIRED BY LAW
- E. FORM 1023 (1024) AND ALL ATTACHMENTS, IF APPLICABLE
- F. AUDITED FINANCIAL STATEMENTS
- G. APPROVED BUDGETS FOR EVENTS WHICH HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS
- H. ALL DOCUMENTS WHICH DISCLOSURE IS REQUIRED BYLAW

**ARTICLE XII VIRTUAL ANNUAL MEETING**

When events such as a national emergency, natural disaster, national health crisis, to include but not limited to a national pandemic, or act of terrorism or war prevents an in person annual meeting of the ASA, the Board of Directors may convene a virtual, online, by phone or by any electronic means an annual meeting available which allows the dually elected delegates to attend virtually and vote. This annual meeting will be for the purpose of presentation of the annual financial report of the organization and the election of the nominated board of directors which had been presented by the nominating committee for that specific election. Any and all requirements of quorums to conduct business will be waived at these types of special meetings. A majority agreement of the delegates present by virtual means will make all actions official for the association's business conducted. The Board shall use their best efforts to insure participation. The agenda shall be limited to the above-mentioned items. This virtual annual meeting must be attended by a majority of the ASA Board of Directors and the Executive Secretary/CEO.

**CERTIFICATE BY EXECUTIVE SECRETARY/CEO OF THE  
AMERICAN SHORTHORN ASSOCIATION**

I, the undersigned hereby certify: I am the Executive Secretary/CEO of the above-captioned corporation; and the foregoing by-laws are a true and correct copy of the by-laws of the corporation as duly adopted by the Board of Directors on this 30<sup>th</sup> day in the month of April, in the year of 2021. As prescribed by the Executive Secretary/CEO.

