

AGA BYLAWS



American Gelbvieh Association
350 Interlocken Blvd.
Suite 200
Broomfield, CO 80021
(303)465-2333

ARTICLE I

The Association

A. Name

The association shall be named the American Gelbvieh Association and shall use both the name and the initials "AGA" in connection with Association business, and may herein be referred to as "AGA" or "The Association".

B. Place

The territory in which the American Gelbvieh Association will conduct its business is not limited by geographical boundaries and will be subject only to the limitations imposed by the laws of the territories within which American Gelbvieh Association business is conducted and by these Bylaws and Rules enacted by the American Gelbvieh Association.

C. Principal Office

The principal office of the American Gelbvieh Association will be located at 350 Interlocken Blvd., Suite 200, Broomfield, CO 80021.

D. The Breed

The Gelbvieh cattle breed is defined as those cattle originating in and from Germany registered by the German Gelbvieh Association and those cattle located in the United States of America and elsewhere, whose origin is derived in whole or part from the German Gelbvieh cattle and recognized by the American Gelbvieh Association as being Gelbvieh by the recordation of the cattle in its official herd books.

E. Purpose

In addition to those specific corporate purposes set forth in the Certificate of Incorporation of the Association, the purpose of the AMERICAN GELBVIEH ASSOCIATION is to promote, improve, record and register the GELBVIEH breed of cattle, cattle containing Gelbvieh genetics, hybrid cattle and cattle of other breeds through a non-profit, membership corporation composed of cattle breeders and

others who individually share a similar purpose.

It is the further purpose of the Association to provide both group and individual services to members of the Association and others who breed and improve cattle by using progressive recordation, performance, registration, promotion and marketing, and who participate in Association programs and meet other Association requirements.

A further purpose of the Association is to establish rules and policies for the recordation and registration of GELBVIEH, Gelbvieh-cross, hybrid and other cattle and to establish rules and policies for the acquiring, compilation and processing of performance information on cattle in such a manner as will establish and maintain a "Herd Book" and "data base" of the highest integrity.

A further purpose of the Association is to acquire, develop, maintain and disseminate pedigree, breeding carcass, marketing, health, performance and other data on cattle owned by its members and others and to process, maintain and distribute such data to the membership, the general public and others as determined beneficial to the Association.

It is not the purpose of the Association to compete commercially or otherwise with individuals, partnerships, or corporations who are owners of cattle recorded and registered with the AMERICAN GELBVIEH ASSOCIATION; therefore, the Association will not own registered cattle or semen except as gifts to be offered for sale in connection with Association activities.

F. The Seal

The Seal, an impression of which is shown below, is the official seal of the American Gelbvieh Association.

Official Seal

ARTICLE II
Membership in the American Gelbvieh
Association

A. Rules Governing Membership

1. Each application for membership or renewal thereof must be made in writing to the Executive Director of the Association upon application forms furnished by the Association and shall be in such form and on such condition, and shall contain such agreements as shall be prescribed by the Board of Directors.

2. Membership in the American Gelbvieh Association shall not be automatically awarded upon receipt of written application in compliance with Paragraph A(1) of Article II. Membership in the Association is a privilege and not a property right. Membership may be withheld from any person who either individually or as part of a group has been convicted of fraud or any crime of moral turpitude within the last five years, or has been expelled from any other livestock registry association or organization within the last five years prior to applying for membership. Upon receipt of the application, the Executive Director may, for good cause shown, initiate, or cause to be initiated, an investigation as to whether the applicant has been convicted of fraud or any other crime of moral turpitude, or has been expelled from any other livestock registry association or organization within the last five years. If the Executive Director determines from his investigation that the applicant has been convicted of fraud or another crime of moral turpitude, or has been expelled from any other livestock organization or association, the results of the investigation shall be reported to the Board of Directors at the next meeting thereof, for their determination whether the applicant should be admitted as a member and the name of the applicant entered on the books and records of the Association. Upon acceptance or rejection of the applicant, the Board of Directors shall cause the Executive Director to notify the applicant of their decision in such form as shall be prescribed by the Board of Directors. In the event the application is rejected, the applicant may request a full hearing before the Board of Directors and present argument, witnesses and other evidence, either by

counsel or pro se, as to why his or her application for membership should be granted, as further set forth in Article III, Section F.

Upon acceptance of the applicant, the applicant's name shall be entered in the membership roll of the Association; provided, however, that the membership roll shall be frozen for a period of sixty (60) days prior to the annual meeting or any special meeting, and no new members shall be entered in the membership roll during this sixty (60) day period.

B. Membership, Recordation,
Registration
Fees and Other Costs

The Membership Fees, Recordation and Registration Fees, and other costs or assessments, shall be paid to the Association, in such form, amounts, and at such times as shall be determined by the Board of Directors.

C. Membership Classification

1. Active Members shall be persons interested in the promotion, development, improvement, and recordation of the Gelbvieh breed of cattle, who have been accepted for membership and paid the membership fees, as established by the Board of Directors, and are in good standing with the Association. Benefits of active memberships will apply to the estate of a deceased active member for one year after death and may be extended by the Board of Directors. In the case of a surviving spouse, the active membership will continue without interruption. An active member will have the right to vote on all Association business, hold office, attend meetings, participate in Association activities, and register Gelbvieh cattle at active membership fees.

2. Associate Members are non-voting members who have been accepted for membership and are interested in the advancement of Gelbvieh cattle and the Association. Associate members may not hold elective or appointive office or register cattle at the fee rates established for the active members. An associate member may participate in all other activities of the Association. An Associate member may attain the status of active membership by paying the

difference between associate and active membership fees.

3. Junior Members shall be those members of good standing in the American Gelbvieh Junior Association (AGJA), the Junior division of the American Gelbvieh Association, who have not yet reached their 22nd birthday prior to January 1 of the calendar year. Junior members shall become ineligible for Junior membership on January 1 of the year following their 22nd birthday and may no longer hold office or participate in AGJA activities, provided, however, that any member elected to AGJA office prior to becoming ineligible, may serve the remainder of his/her term. A Junior member may not vote or hold office, but may participate in all other Association activities.

Junior members who become ineligible for Junior membership must convert to active membership in order to continue using membership services at the active membership rates. They may do so upon payment of the difference between Junior and active membership fees.

The Board of Directors of the Association shall develop Rules and Policies for the establishment and operation of the American Gelbvieh Junior Association.

4. Charter Members shall be limited to the first twenty-five applicants for active membership who paid the prescribed \$500.00 membership fee. Charter members shall have the right to vote on all Association business, hold office, attend meetings and participate in Association activities. Charter memberships shall not be subject to an annual renewal fee.

5. Life Members shall be limited to those applicants for active membership who paid the prescribed \$100.00 membership fee and became members prior to May 1, 1980. Life members shall not be required to pay an annual renewal fee, but may do so on a voluntary basis.

6. Non-Members are any person, firm, corporation or association who is not a member of the Association, and who chooses to do business with the Association by submitting an application for the registration or transfer of an animal, application for membership in the Association, or who conducts other business with the Association

or its members. Non-Members shall be deemed to have thereby subjected themselves to the Bylaws, Rules and Policies of the Association to the same extent as its members are subject thereto.

D. Privileges and Responsibilities of Members and Non-Members of the Association

1. Voting Rights. Payment of one active membership fee entitles the holder to one vote at American Gelbvieh Association meetings providing the member has been an active member in good standing for at least sixty (60) days prior to the annual meeting or special meeting. Partnerships, corporations, associations and organizations are entitled to one vote per active membership paid, and must select and specify in writing, submitted to the Executive Director, the identity of the person authorized to vote or represent them at all Association meetings or functions. The person authorized to represent the above-described entity must be an officer, director, stockholder, partner, member, employee or legally appointed representative of the entity in order to be designated the authorized representative. Any change in voting authorization must be submitted in writing to the Executive Director of the Association, and must have been on file for at least sixty (60) days before the designated representative is eligible to vote at any annual or special membership meeting.

2. Membership Name and Herd Prefix. Payment of one active membership fee entitles the holder to the use of one membership name and to one permanent breeder herd prefix for recording and registering Gelbvieh cattle. Partnerships, corporations and other organizations are entitled to one membership name and to one permanent breeder herd prefix.

A herd prefix may be reassigned to another member only if no previous registration certificates have been issued in which the herd prefix has been used.

3. Transfer of Membership and Change of Membership. A membership is not transferable except as provided herein. The name of a membership may be changed at the written request of the owner upon presentation of evidence to the Executive Director that there has been, in fact, no actual

change of membership ownership. A herd prefix may be reassigned to another member only if no previous registration certificates have been issued in which the herd prefix has been used.

In the case of the death of the owner of the membership, the membership can be transferred to his legal heir as more fully stated in Article II(D)(4).

4. Neglect, Refusal or Inability to Sign Application for Registration or Transfer. In the case of persistent neglect or unreasonable refusal of the owner or of the breeder of an animal to sign an application for registry or transfer, or of the disappearance of the owner or the breeder, or other circumstance wherein such action is warranted, as determined by the Executive Director, upon satisfactory evidence being submitted to the Executive Director, he may at his discretion set the matter for hearing before the Executive Committee. The Executive Director shall cause notice to be mailed by certified mail, postage prepaid, at least fifteen (15) days prior to the scheduled hearing, to the owner or breeder, at his last known address, who is refusing or neglecting to register or transfer an animal, that a hearing is being scheduled before the Executive Committee concerning such matter and that he or she may appear if they so desire and show cause why said animal should not be registered or transferred at the direction of the Board of Directors, without the signature of the owner or breeder, or both.

Following such hearing, the Executive Committee shall issue an order regarding the issuance of the registration certificate, transfer, or other action taken.

The Executive Director shall have authority to transfer the registration of an animal without the signature of the owner or breeder in instances in which, upon satisfactory proof, legal title to a registered animal passes to another person (i) by reason of death of the recorded owner, (ii) by reason of foreclosure of any lien, (iii) by decree of Court, or (iv) otherwise by operation of law.

5. Availability of Records. The Executive Director, with prior approval of the Board of Directors, may make available to an active member a membership list of members of the AGA, and may make available to an active

member who is the registered owner of an animal upon request, the pedigree and performance information on record for that same animal and its progeny. Any active member requesting this information will be required to pay a reasonable fee as determined by the Board of Directors.

The Association has the legal right to use and publish all pertinent data on file in producing sire summaries, dam summaries and any other program reports deemed necessary and proper by the Board of Directors.

6. Limitation. Any member or members of the Association involved in a contract dispute or the like may not expect the Association to resolve the dispute as it shall not be the duty or obligation of this Association to enforce any contract or agreement between buyers and sellers other than the furnishing of proper certificates of registry, transfer of ownership, or of the breeding records relating to such cattle or their progeny.

7. General Rights of Members. All members within each classification of memberships shall have equal rights, interests, and responsibilities with respect to the Association.

8. General Duties of Members and Non-Members. All members and non-members availing themselves of the rights, privileges, and services of the Association have a general obligation to conduct any Association activity so as to further the breed and the Association. All members and non-members shall have the duty to comply with these Bylaws and the Rules and Policies of the Association as amended from time to time and agree to obey and be bound by the Articles of Incorporation, Bylaws, Rules, Policies, and decisions or actions of the Association as set forth by the Board of Directors, Executive Committee, Officers, and Executive Director to promptly respond to all Association letters and inquiries; to pay fees assessed in a timely manner; and to notify the Association immediately of problems encountered which might adversely affect the Association or the Gelbvieh breed.

9. Financial Obligation to the Association. The Executive Director of the Association, with the approval of the Executive Committee, may deny privileges or suspend the status of any member or non-member for

failure to pay when due any obligation owed to the Association or for rendering in payment a worthless check for any services, fees, or other charges provided by the Association. Prior to submitting such proposed denial or suspension to the Executive Committee, the Executive Director shall cause written notice of the amount due, the nature of the charges, and the intent to suspend or withhold to be mailed to such member or non-member, by certified mail, postage prepaid, at least fifteen (15) days prior to submitting said charges to the Executive Committee. If the Executive Committee approves the suspension or denial of privileges, the member or non-member may appeal to the Board of Directors pursuant to the Procedure set forth in Article III, herein. The Association may publish the name of any member or non-member so affected under this provision if the action is upheld by the Board of Directors. Any suspension or denial of privileges under this section shall terminate upon receipt of the amount due by the Association. No liability for any such action will attach as provided in Article VIII, herein.

10. Jurisdiction and Attorney's Fees. Although the right or privilege of a member or non-member to seek judicial review of Association decisions or actions is recognized, that member, by joining the Association, or non-member, by purchasing animals registered with the Association, submitting applications for membership, registration, or transfer, or conducting other business with the Association, does thereby agree, if unsuccessful in the attempt to overturn Association decisions, actions, Rules or Bylaws, to reimburse the Association for its reasonable attorney fees, court costs, and other expenses in defense of such suit, and no suit or other action shall be brought against the Association in any manner in any other court or forum.

Every applicant for membership, every member and every non-member shall be confined in any action at law or in equity against this Association to the jurisdiction of the courts, federal or state, within which the principal place of business of the Association is situated, that being Broomfield, Colorado.

11. Absentee Ballot. The Board of Directors shall establish a procedure for members who do not attend an annual or

special membership meeting to vote by mail by absentee ballot in the annual election of directors.

ARTICLE III

Hearings and Appeals Concerning Membership Applications, Disciplinary Actions, Registrations, Transfers, and Other Matters

A. General

The Association recognizes the importance to its members and other persons who enjoy its benefits and privileges of providing fair procedures in connection with the orderly and expeditious conduct of hearings and appeals.

B. Membership Applications

Any entity person whose application for membership in the Association is questioned by the Board of Directors of the Association shall be entitled to a hearing before the Board. When questions regarding an application for membership in the Association can not be resolved in an informal manner, the Board of Directors shall hold a hearing in accordance with the rules set forth in Section F, after written notice of the hearing has been given to the applicant. Such written notice shall be deemed delivered if mailed by certified mail, first class, postage prepaid, to the applicant at his address reflected on the application, at least 30 days before the date of the hearing. The decision of the Board of Directors following the hearing shall be final.

C. Disciplinary Actions

Any member or other person who violates the Rules or Bylaws of the Association or impairs the reliability of the records of the Association, or who offers to the Association for registration or transfer any animal known by such member or person not to be eligible for such registration or transfer, or who knowingly misrepresents to the Association any material fact as to the sex, date of birth, age, description, weight, performance, ancestry or identity of the animal, or who deceives or wrongs the Association or another person in any matter in which the Association has an interest may, if he is a member, be censured, suspended or expelled, and denied any or all of the privileges of the Association, or, if he is not a member, be denied any or all

of the privileges of the Association, after notice and an opportunity to be heard, as hereinafter provided. Upon issuance of a notice as required by Section E hereof, specifying the charges against a member or non-member, the Executive Director may temporarily suspend the member's or non-member's use of the Association privileges pending a hearing and decision, but only if the Executive Director finds that such suspension is necessary for the protection of third parties or of the Association's purpose and good name. Notice of such temporary suspension shall be given to the charged person.

D. Registrations and Transfers

If, in the opinion of the Executive Director, evidence is produced or exists that raises reasonable doubt as to the propriety of the registration or transfer of an animal, the proceedings or records of the Association with respect to such animal and its descendants may be temporarily suspended by the Executive Director pending a hearing before the Executive Committee. After notice and opportunity to be heard as hereinafter provided, the Executive Committee may deny any application for registration or transfer, or may expunge any existing registration or transfer found to be improper, or take such other steps as the nature of the case may require.

E. Notice

Notices shall be in writing and shall be issued by the Executive Director. The notice shall specify the alleged cause for the proposed censure, suspension or expulsion of a member, or the denial of privileges to a member or a non-member, or the alleged doubt as to the propriety of the registration or transfer of an animal, and inform the concerned or accused member or non-member and any person appearing from the records of the Association to have an interest in the registration or transfer of an animal, of the time and place and the body before which a hearing on the matter will be held. Such notices shall be deemed delivered if mailed by certified mail, first class, postage prepaid, to the person entitled to notice at his address, as reflected by the records of the Association, at least 30 days before the day of the hearing.

F. Hearings

Except for hearings on applications for membership, which shall be before the Board of Directors, hearings shall be conducted by the Executive Committee. In all hearings the following shall apply:

A quorum shall be required for a hearing panel to convene and a quorum shall exist when a majority of the eligible members of the Executive Committee or Board of Directors, as the case may be, is present at the hearing.

Any person interested may appear in person or by counsel and may offer testimony and other evidence and produce witnesses.

All oral testimony, documents, affidavits, and physical exhibits that are relevant, material, and have probative force, not being unduly repetitious, may be admissible and the Executive Committee or Board of Directors, as the case may be, shall determine the admissibility of such offered evidence and the weight to be accorded to the evidence admitted. The common law or statutory rules of evidence shall not apply at the hearing. The members of the Executive Committee or Board of Directors, as the case may be, shall designate one of their number to serve as presiding officer at the hearing to rule on all motions, objections and other questions.

As promptly as reasonable and practicable after the conclusion of the hearing, the Executive Committee or Board of Directors, as the case may be, shall render a written decision based upon all evidence presented to it at the hearing. A majority vote of the members of the Executive Committee or Board of Directors, as the case may be, participating shall be required on any decision. A copy of the written decision shall be sent to each person who was entitled to notice of the hearing in the manner provided for the giving of such notice.

Should the person charged be an officer and member of the Executive Committee, his duties as officer and member of the Executive Committee shall be suspended and the Board of Directors shall select a person to fill the charged officer's obligations and sit upon the Executive Committee for the purpose of hearing the evidence presented and arriving upon a decision based on such evidence. If the decision is favorable to the person charged, the charged member will be reinstated in his position immediately following the decision.

G. Appeals

Any interested person aggrieved by a decision of the Executive Committee may, by a notice in writing signed by him and received at the principal office of the Association not more than 30 days after a copy of the decision has been sent to such person, appeal such decision to the Board of Directors. In all appeals the following shall apply:

The Executive Director shall transmit to the Board of Directors the transcript of the proceedings before the Executive Committee, including its decision thereon.

At the direction of the member of the Board of Directors who will preside over the hearing of an appeal, the Executive Director shall give notice in writing in the manner provided for the giving of notice of a hearing to each person who was given notice of the Executive Committee hearing, which notice shall specify the time, not sooner than thirty (30) days after the giving of such notice, and the place where the Board of Directors will hear the appeal.

Any person having an interest in the appeal may appear in person or by counsel, but no testimony shall be given and no evidence shall be submitted. The decision of the Board of Directors on the appeal shall be based solely upon a review of the transcript of the proceedings before the Executive Committee and consideration of the arguments of persons entitled to the notice of the appeal or their counsel.

No member of the Executive Committee shall participate in any way at the appeal hearing. The Executive director shall not sit with or be considered a member of the Board of Directors for purposes of appeals under this Section G.

As promptly as reasonable and practicable after the conclusion of the hearing on the appeal, the Board of Directors shall decide the matter, with power and discretion to affirm, reverse or revise, making more or less severe the decision of the Executive Committee, or to remand for a rehearing of the matter. The decision of the Board of Directors shall be in writing. A majority vote of the members of the Board of Directors participating shall be required on any decision. The Executive

Director shall promptly send a copy of the Board's written decision to each person having an interest in the appeal in the manner provided for the giving of notice of the hearing of the appeal. The decision of the Board of Directors, or that of the Executive Committee if no appeal is made, shall be the final decision of the Association and may be published in the Association's official publication.

H. Miscellaneous

Every decision of the Executive Committee shall stand as the decision of the Board of Directors until reversed or revised or otherwise ordered by the Board of Directors. The Executive Committee may restore privileges including membership to any person who had been denied such privileges, upon application and satisfactory showing by such person that restoration of privileges is warranted.

The sole official record of the proceedings before the Executive Committee or the Board of Directors shall be that produced in a manner approved by the Board of Directors. Copies of the transcript of the hearing shall be made available to any person having an interest in the proceedings upon payment to the Association, in advance, of the reasonable cost thereof.

Hearings for purposes other than those specified in this Article may be held as the Executive Committee or Board of Directors may, from time to time, determine.

The Executive Committee and Board of Directors shall have the sole and exclusive right to interpret and apply the provisions of this section.

ARTICLE IV **Board of Directors**

A. Duties of Board of Directors in General

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such Rules and Policies not contrary to law, the Articles of Incorporation, or these Bylaws as they may deem expedient concerning the conduct, management and activities of the Association, the fixing and collecting of dues and fees or other necessary

assessments, rules regarding registration and recordation, the expenditure of money, the auditing of books and records, the awarding of performance and progeny test awards, the Rules and Policies pertaining to the American Gelbvieh Junior Association, and other details relating to the general purposes of the Association.

B. Number of Directors

The Association shall be managed by a Board of fifteen (15) Directors consisting only of active members in good standing with the Association; provided, however, that in the event a President is elected who is not a current director, the number of directors may be increased to sixteen (16) members during the term of the said President.

The number of directors may be changed by an ordinary resolution at a meeting of the Board of Directors and subsequent approval at an Annual or Special Membership Meeting.

C. Term of Office

The term of office for all directors shall be three (3) years. A Director shall serve no more than two (2) consecutive three (3) year terms. He/she shall again be eligible for re-election after one (1) year's absence.

As a term of each of these directors expires, a successor shall be elected who shall serve for three years or until his/her successor is elected and qualified, unless his/her term is terminated by his/her earlier removal or resignation. When the number of directors is changed, any newly created positions or any decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Subject to the foregoing, at each annual meeting of members, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting and until his/her successor is duly elected and has qualified.

D. Geographical Location of Directors

No State shall have more than three (3) directors at any time on the Board. If any State shall have three (3) directors serving on the Board, no further residents of said State shall be nominated for Board vacancies until the end of the term of one or more directors

serving from said State. In the event more nominees from any State are nominated that can serve by reason of the three (3) director limit, the nominee or nominees receiving the most ballots shall be elected until the limit is reached.

E. Election and Appointment of Officers

The directors shall elect a vice president, secretary, and treasurer from their own number and shall also elect a president, who may or may not be a member of the Board of Directors, whose terms of office shall expire at the next annual meeting after his/her successor has been duly elected and has qualified. The President shall have full voting rights on the Board of Directors.

The directors may appoint additional officers as needed by the Association, provided there is no duplication or conflict with appointments made by the President.

F. Vacancies

The Board of Directors may fill any vacancies on the Board to serve until the next annual election at which time said vacancy shall be filled by election for the unexpired term. The Board of Directors may fill any vacancies of elected or appointed officers for the unexpired portion of their terms.

G. Absence of Directors

The Board of Directors may declare a vacancy in the office of any director who is absent for a period of one (1) year or more from duly called Board meetings, without just cause as shall be determined by the Board. Prior to declaring the vacancy, the Board of Directors shall cause the Executive Director to provide at least thirty (30) days notice by certified mail to the absent director that his office shall be declared vacant unless he show cause at a hearing before the Board of Directors why his office should not be declared vacant. Upon a determination that said office should be declared vacant, the Board of Directors shall fill the vacancy in the same manner as in Section F of this Article IV.

ARTICLE V Officers

A. The President

The President shall be the chief executive officer of the Association. The President shall preside at all regular and special meetings of the membership, the Board of Directors, and the Executive Committee, and act as Chairman of the Board of Directors. The President shall issue the call for regular and special board meetings. He or she may appoint any special officers with approval of the Board of the Directors. He or she shall serve as chairman of the Executive Committee and shall be an ex officio member of every other standing or temporary committee. The President shall sign contracts and other instruments of writing binding the Association in amounts as set by the Board of Directors, and subject always to the direction of the Board of Directors, shall exercise such authority and perform such duties as the Board of Directors may from time to time prescribe. The President shall be responsible for appointing members to all standing and any special committees he or she deems necessary.

B. The Vice President

The Vice President shall perform the duties of the President in his or her absence or on special request of the President.

The Vice President shall serve as liaison on behalf of the Board of Directors with all standing and temporary committees, except the Executive Committee and the Finance Committee.

The Vice President shall be further responsible for coordinating the activities of the committees with the AGA staff and Board of Directors, and reporting to the Board of Directors of the meetings and activities of the committees.

C. The Secretary

The Secretary shall be responsible for notifying the Board of Directors of any special and regular board meetings and shall keep the minutes of the Board of Directors, Executive Committee and Membership meetings in the Minute Book. The Secretary shall also perform other such duties as prescribed by the President.

D. The Treasurer

The Treasurer shall oversee the financial affairs of the Association under the direction and with the approval of the Board of Directors; shall cause to be kept full and accurate accounts of the receipts and disbursements of the Association in books belonging to it; shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Association in such accounts and in such depositories as may be designated by the Board of Directors; shall cause the Executive Director to submit a financial report at all regularly scheduled meetings of the Board of Directors; and shall submit an annual financial report to the annual membership meeting. He shall, in addition, perform such other duties as are delegated by the President.

E. General Counsel

General Counsel is appointed by the Board of Directors, to be held by a person who is a member of the Association and licensed in his or her home state to practice law. His or her term of office will be determined by the Board of Directors. He or she is Chairman of the Rules Committee and sits as legal counsel to the Board of Directors. The General Counsel is not a voting member of the Board of Directors.

F. Executive Director

Effective August 2012 the Matrix Management Team was replaced by an Executive Director position. An Executive Director shall be employed by the Board of Directors. The Executive Director shall manage and administer the business affairs of the Association in accordance with the policy directives from the Board of Directors as communicated to him or her by the President and by the Bylaws. And Rules and Polices of the Association. He or she shall act as the authorized representative of the Board of Directors in hiring, discharging, fixing or modifying the duties, salaries or other compensation of the association staff. The Executive Director shall be a bonded managing and administrative officer of the Association. He or she shall act as the authorized representative of the Board of Directors in conducting the business of the Association. He or she shall be responsible for all monies, securities, and other property of the Association and will direct the keeping of the proper books of account. He or she shall

serve all other duties as prescribed by the President, Board of Directors, Bylaws, and the Rules and Policies of the Association. The Executive Director shall serve as liaison with all other organizations as selected by the Board of Directors. The Executive Director is not a voting member of the Board of Directors. The Executive Director's salary and any commissions shall be set by the Board of Directors.

ARTICLE VI

Committees

The Association shall have the following standing committees appointed by the President, and, in addition, such other special and standing committees as the President may appoint from time to time. Except for the Executive Committee whose membership is fixed according to these Bylaws, each committee shall consist of a chairman and as many members as shall be considered necessary by the President. Those AGA members in attendance at properly convened AGA committee meetings may participate in the discussion of the committee and offer motions for approval even though they are not official members of the committee. Each Committee, through its Chairman, with the exception of the Executive Committee and Finance Committee, shall report in writing the activities, actions and recommendations of the committee on a regular basis to the Vice President, who shall report to each meeting of the Board of Directors. Each Committee Chairman shall give a report of his or her committee at the annual membership meeting.

A. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer, with the President serving as chairman. This committee shall conduct the affairs of the Association between meetings; carry out instructions of the Board of Directors; and all duties set forth in these Bylaws. The Executive Committee shall timely report its activities to the Board of Directors regarding all actions except those matters which may be subject to appeal to the Board of Directors.

B. Rules and By-Laws Committee

The Rules and By-Laws Committee chair will be appointment by the AGA President. It shall be responsible for interpretation of all By-Laws, Rules and Policies; parliamentary procedure at membership meetings; and making recommendations for changes in the By-Laws and Rules to the Board of Directors.

C. Finance Committee

The Finance Committee shall have three members of the Board of Directors appointed by the President along with any other appointments made by the President. The Treasurer shall serve as chairman. Its purpose shall be to review the budget prepared by the Executive Director and suggest changes, if any, to the Board of Directors. It shall also make recommendations to the Board of Directors for the investment of surplus funds.

D. Breed Improvement Committee

The Breed Improvement Committee shall review and evaluate the standards used in the Association recordation and registration programs. It shall recommend any changes needed to the Board of Directors for their approval and implementation. It shall be its duty to encourage and promote Association performance testing programs as adopted by the Board of Directors.

The Breed Improvement Committee will recommend research projects that will meet the Association's breed improvement goals and solicit research proposals to meet the objectives of those projects. The Association will reject proposals from individuals or institutions that include any indirect cost components as part of the research proposal.

E. Nominating Committee

The Nominating Committee shall have five (5) state or regional association presidents or vice presidents, with no more than one committee member from a state or regional association, along with other members the President may choose to appoint. It shall be responsible for preparing a slate of nominations for each board vacancy to present to the annual membership meeting. This may not be interpreted in a way that would eliminate the active membership's right to nominate from the floor other members,

not nominated by the Nominating Committee, at the proper time during the annual meeting.

F. National Sale Committee

The National Sale Committee shall be responsible for assisting the Executive Director in coordinating the National Sale and making recommendations to the Board of Directors of changes necessary to improve the effectiveness of future national sales.

ARTICLES VII **Meetings**

A. Annual Membership Meetings

1. **Time, Place and Purpose.** The annual meeting of the members shall be held at a place designated by the Board of Directors, not less frequently than once each fifteen (15) month period. The purpose of the Meeting shall be to elect replacements to the Board of Directors for seats vacated by term of office or resignation and to transact such other business as may come before the meeting.

2. **Notice.** The Executive Director shall cause to be mailed to all members in good standing, notice of the annual meeting, by letter at least thirty (30) days prior to such a meeting. Notice of the annual meeting shall also contain a summary of proposed Bylaw changes and notice of any special business to be brought before the members.

3. **Parliamentary Procedure.** Standard parliamentary procedure will be followed at all meetings of the Association's members and the President shall preside over such meeting. All procedural questions will be resolved by the Chairman of the Rules Committee during the meeting.

Parliamentary procedure shall be governed by the Rules set forth in Roberts Rules of Order.

4. **Quorum.** A quorum for the purpose of transacting business at the annual meeting or any special meeting of the members shall consist of those active members of the Association who have been members in good standing for sixty (60) days prior to the meeting and who are present at the meeting.

A member in good standing is a Charter Member, Life Member or Active Member who has paid all membership fees and other financial obligations to the AGA.

5. **Proxy Voting.** There shall be no proxy voting at any Association meeting.

B. Special Membership Meetings

Special membership meetings may be held at the discretion of the Board of Directors. All members shall be given the same notice as is required for the annual meeting and said notice will disclose the nature of the special meeting. A meeting held without the required thirty (30) days prior notice shall be void unless ratified by the membership at the following annual meeting.

C. Board of Directors Meeting

1. **Annual Meetings.** A regular meeting of the Board of Directors shall be held each year immediately after and at the same location as the annual membership meeting. A portion of the "new business" section of each Board of Directors' meetings shall be open to all Association members and other interested parties.

The Directors shall also meet at other times at the call of the President.

2. **Notice.** Notice of the annual meeting shall contain a notice of the Director's meeting. All other notice shall be given in accordance with these Bylaws.

3. **Special Meetings.** Special meetings of the Board of Directors may be held on the call of the President by giving ten (10) days notice in writing of the time, place and purpose.

Special meetings of the Board of Directors may also be called by the Secretary, upon the written request of not less than two-thirds (2/3) of the members of the Board, and the giving of ten (10) days notice in writing.

4. **Parliamentary Procedure.** Standard parliamentary procedure as set forth by Robert's Rules of Order will be followed at all meetings of the Board of Directors.

5. **Quorum.** A quorum for the purpose of transacting business by the Board of Directors shall consist of a majority of the Board.

6. **Expenses of Directors.** The Directors may reimburse themselves for reasonable expenses incurred by them in attending any meeting of the Board. The Directors may also

reimburse other members requested to attend any meeting of the Board. All in attendance are eligible for such reimbursement by resolution if expenses are submitted within sixty (60) days following such meeting.

ARTICLE VIII

Limitation of Liability of the Association

The Association, its Board of Directors, Executive Committee, officers, members of committees, employees and agents shall use diligence in securing true information in connection with the registration of animals, transfers of registration certificates and in all other matters relating to membership in the Association and Association activities. Neither the Association nor its Board of Directors, Executive Committee, officers, committee members, employees or agents shall be liable in any way, whether by damages or otherwise, for the issuance of any certificate of registration, for the transfer of a certificate of registration, for the refusal to issue any certificate of registration or for the refusal to transfer any certificate of registration, for the cancellation of any certificate of registration or for the cancellation of any transfer of a registration certificate, for the refusal to approve an application for membership in the Association, for any disciplinary proceedings brought against or penalties imposed on any member or other person or for any other activity engaged in by or on behalf of the Association. In addition, the internal laws of the State of Colorado shall determine and shall control matters regarding the liability of any director of the Association and of any other person acting on a voluntary basis without compensation for the benefit of the Association, including officers, members of committees, representatives, employees and agents.

ARTICLE IX

Genetic Abnormalities

The AGA shall receive, retain and monitor information which might affect a breeding animal's use or value in a manner defined by the Board of Directors. The Board of Directors shall determine those genetic factors that are considered undesirable.

The AGA, without it or any of its officers, directors, employees, members or agents becoming liable in damages therefore, may release or publish in any official Association publication such information as it pertains to any Gelbvieh animal or animals regarding deleterious genetic factors.

The Board of Directors shall adopt Rules to implement the provisions of this Section and all Association members and other persons who register animals, transfer registration certificates or otherwise use the privileges of the Association shall be subject to and abide by these Rules. (See Rule 9).

ARTICLE X

Bylaw Amendments

Bylaws may be amended as provided by Article IV(A), or by a majority vote of members at any annual or special membership meeting upon the recommendation of the Board of Directors or the Rules Committee or by submission of the proposed change by resolution of the membership for approval at the next annual or special membership meeting; provided, however, that notice of any proposed amendment to the Bylaws must be included in the thirty (30) day notice of the meeting before the proposed change may be submitted at such meeting for approval.