

AMENDED AND RESTATED BYLAWS

of

RED ANGUS ASSOCIATION OF AMERICA, INC.

(Adopted October 11, 1980; Amended September 15, 2017; Amended _____, 2022)

ARTICLE I - Name

The name of this corporation is and shall be **RED ANGUS ASSOCIATION OF AMERICA, INC. (hereinafter, “Association” or “RAAA”)**. The Association is organized as a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act as amended C.R.S. §7-129-101 *et. seq.* (the “Act”).

ARTICLE II - Non-Profit Status

In compliance with the Articles of Incorporation, this Association is and always will be a non-profit organization and no stock shall ever be issued, and no Member shall ever receive any profit or anything of pecuniary value for his/her membership, either during the operation of the Association or upon its dissolution or liquidation. Moreover, the Directors in office at such time of dissolution or liquidation shall continue to act as trustees for the benefit of the Association, and after liquidation of all the Association’s assets, cause any net proceeds to be distributed to a charitable or non-profit organization carrying on functions in the United States most similar to the purpose for which this Association was organized, in accordance with the objects and purpose of this Association as stated in its Articles of Incorporation and herein.

ARTICLE III - Corporate Office and Registered Office

The registered office of the Association, as required by the Colorado Business Corporation Act, shall be maintained in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors. The Association may have such other offices as the board of directors may designate or as the business of the Association may require.

ARTICLE IV - Purpose

The purpose of this Association is to perpetuate the Red Angus breed as a useful breed of beef cattle and to maintain the genetic identity of said breed; to establish and maintain a single database for Category 1A, Category 1B, Category 2 and Category 3 records; to provide equal recognition and treatment for Category 1A and 1B Red Angus registrations; to issue registration numbers for animals that conform with the standards set forth, while maintaining their respective categories for Members, and record all data in the Association’s permanent records; to make rules and regulations governing such recording; and to perform all other acts usually necessary or proper for such a breed association as will, in the judgment of the Association, best promote those activities which enhance the competitiveness of Red Angus and Red Angus influenced seedstock and maintain its genetic identity, and those other purposes, which promote the Association, as identified from time to time by the Board, and as authorized by the Act.

ARTICLE V - Existence

This Association shall have perpetual existence as is permitted under the laws of the State of Colorado at the time of its incorporation, until the Association otherwise determines to dissolve or liquidate.

ARTICLE VI - Fiscal Year

The fiscal year for the Association shall begin on July 1st each year, and end on the 30th day of June of the following year.

ARTICLE VII - Seal

The official seal of the Association shall be a circular design with the name of the Association, the State and year of its creation thereon, an imprint of which is hereto affixed.

ARTICLE VIII - Membership

Section 1. General Membership Categories, Voting

Any Red Angus breeder who meets the ownership and other requirements within the current version of the RAAA Breeder's Guide: Rules & Regulations, and files an Application for Membership, is eligible for membership, regardless of his/her place of residence. There shall be membership categories, including Regular membership, Junior membership, associate membership, and those other categories as identified from time to time by the Association.

Section 2. Voting

- A. Each member in good standing at the time of a vote shall be entitled to one (1) vote on each matter submitted to a vote of Members. Junior members and associate members may not vote.
- B. Only those members in attendance at a meeting are entitled to vote.
- C. Cumulative voting (No one individual may vote more than one membership) and voting by proxy shall not be permitted. Each Member, whether an individual, family, partnership, corporation or firm, shall have only one (1) vote.
- D. A family, partnership, corporation, firm or association owning a voting membership in its name shall, before the Membership Meeting, designate the individual thereof who is to vote. That individual will be so designated at the time of registration at the Membership Meeting.
- E. Caucuses--Members of the Association attending the Annual Meeting shall caucus by Area and Region as part of the official meeting, and shall vote for Area and Regional candidates for the Board of their respective Area or Region. The procedure for identifying, nominating and electing the Area Directors and Regional Directors shall be as follows:
 1. The April issue of the **ARA RAM** shall list requirements to become a board member, the nomination process, nomination committee contact information, and expected vacancies.
 2. Members interested in becoming a candidate for a board position should contact the Nominating committee by June 15.
 3. The July/August issue of the **ARA RAM Magazine** shall profile candidates for board positions.
 4. The Nominating Committee shall present board candidates on the first day of the Annual Meeting. Additional Candidates may announce their candidacy at this time.
 5. Members shall meet in their respective caucus to nominate candidate(s). Nominations from the floor are accepted at this time. Members will then cast their ballot for area and/or regional director.
 6. If only one candidate is nominated, that nominee is automatically considered to have been elected.
- F. Subject to Article X below, in the event an Area or Regional caucus submits no nomination, nominations for that position shall be accepted from the floor for that Area or Region position.
- G. In the event an area vote ends in a tie, a second area vote will be taken. In the event of a second tie, voting shall include members of the Region wherein the Area resides. A second tie vote in the region shall result in a vote by the general membership.

Section 3. Transfer:

Memberships may be transferred in accordance with the Rules and Regulations of the RAAA.

ARTICLE IX

Members agree to adhere to, and be bound by, these Bylaws and the Rules and Regulations of the Association. Members may be subject to disciplinary action for violation of the Bylaws or Rules and Regulations.

ARTICLE X - Meetings

Section 1. Annual Membership Meetings

- A. The site of the Annual Meeting shall be determined by the Board of Directors. The Board of Directors shall make its decision from presentations submitted by an Area Director and/or his or her designee indicating interest in hosting the Annual Meeting. The board of Directors will attempt, but shall not be obligated, to maintain a particular rotation of Annual Meetings based on geographical areas.
- B. At least sixty (60) days prior to the date of each such Annual Meeting, the Board, or its designee, shall notify all Members of the exact date, time and place of such meeting as determined by the Board of Directors.
- C. At least thirty (30) days prior to such meeting the Board, or its designee, shall issue the notice and call the meeting, and if any special business is proposed, or any change of Bylaws, the same shall be specifically set out in such notice and call, and the same shall be made available to each Member.
- D. The Board, or its designee, shall prepare a list of members who are entitled to notice of, and vote at, the Annual meeting, no later than thirty (30) days prior to the Annual meeting. Members may request copies of this list. Notwithstanding any other provision(s) in these bylaws, no member having completed membership with a joining date, as reflected in the RAAA database, less than 30 days prior to the date of the Annual meeting shall be eligible to vote at the Annual Meeting.

Section 2. Annual Board Meetings

The then current Board of Directors shall meet annually at the place of the Annual Meeting. Immediately following the Annual Meeting and election of new Board members, the new Board of Directors shall meet, at the place of the Annual Meeting, to elect officers, other than President, and take any other action they deem proper. In addition, the Board of Directors shall meet at least two additional times each year.

Section 3. Special Board Meetings

- A. The Board of Directors may hold a Special Meeting of the Board at any time and place upon ten (10) day notice to each Director of the time, place and purpose thereof, called either by the President or two (2) or more members of the Board.
- B. Any Special Meeting of the Board may be held by telephone conference call or electronic communication with a twenty-four (24) hour notice of time, place, and purpose by oral or electronic means, to each Board member, with the Secretary or its designee taking and transcribing the minutes of such meeting.

Section 4. Quorum

- A. A quorum for any Membership meeting shall consist of the registered voting members in attendance.

- B. A Board of Directors quorum shall consist of not less than eight (8) members.

Section 5. Order of Business

- A. The order of business at the Annual Meeting of Members shall be as follows, unless otherwise modified and approved by the members present:
1. Call to order
 2. Roll Call (unless unanimously waived)
 3. Reading of the Notice and Call
 4. Reading of the minutes of the preceding annual meeting (unless waived and approved or mailed to the membership request)
 5. Report of the President
 6. Executive Summary
 7. Financial Summary
 8. Unfinished Business
 9. New Business and Committee Reports
 10. Assemble in Caucus for Elections
 11. Election of President, and Report of Caucus Elections
 12. Adjournment
- B. Robert's Rules of Order (Newly Revised) shall govern the conduct of all meetings and any appeal on the ruling of the Chair may be reversed only by a majority of the votes present in person.

At all Board of Directors meetings, the order of business shall be declared by the presiding officer of such meetings

ARTICLE XI - Governance

Section 1. Board of Directors

- A. The Association shall be governed by a Board of 13 Directors ("the Board") elected by ballot (or acclamation) by the eligible voting Membership in attendance at the Membership's Annual Meeting.
- B. The Board of Directors shall manage the business and affairs, of the Association. The Board of Directors shall have the power to establish Rules and Regulations for the conduct of the Members of the Association, and for the conduct of the affairs of the Association consistent with the provisions of these Bylaws.
- C. The Board will consist of one member from each of the Areas, three (3) Regional Directors, plus the President, who shall be a Director by virtue of his/her office.
- D. Election of Area Director. The Area Director shall conduct the caucus unless the Area Director is a candidate for that caucus. In that case, the Regional director conducts the caucus. If two or more areas in a region have area directors who are candidates, a member of the executive committee shall preside.

Section 2. Director Areas

- A. The Director Areas are numbered and consist of the following states:
1. WEST: Washington, Oregon, Idaho, California, Nevada, Hawaii, Alaska
 2. MONTANA
 3. ROCKY MOUNTAIN: Wyoming, Utah, Colorado
 4. SOUTHWEST: Texas, Arizona, New Mexico
 5. NORTHERN PLAINS: North Dakota, South Dakota, Minnesota
 6. GREAT PLAINS: Nebraska, Kansas, Oklahoma

7. NORTHEAST: Virginia, West Virginia, Ohio, Indiana, Michigan, Pennsylvania, Maryland, New York, Connecticut, Vermont, New Hampshire, Maine, Massachusetts, Rhode Island, New Jersey, Delaware, North Carolina
8. SOUTHEAST: Louisiana, Arkansas, Tennessee, South Carolina, Mississippi, Alabama, Georgia, Florida, Kentucky.
9. MIDWEST: Illinois, Iowa, Missouri, Wisconsin

B. The Regional Director Regions

Regional Director Regions are lettered and consist of certain Areas, as follows:

Region A: Area 1, Area 2, Area 3

Region B: Area 4, Area 5, Area 6

Region C: Area 7, Area 8, Area 9

- C. Pursuant to Section 7 below, a reapportionment committee shall be appointed by the President within five (5) years of the previous reapportionment plan. The Committee may review the Director's Areas and may recommend reassignment of states between Areas; if justified, to provide practical equalization of representation between Areas considering revenue to the Association from the Areas and geographical distribution. Decisions for reapportionment should be based on the following considerations:

1/3 = on the numbers of Members within each Area, and

1/3 = on the revenue generated within each Area, and

1/3 = on the geographical distribution of the Membership

- D. Members from a foreign country will be placed in that RAAA area which is adjacent to or geographically nearest their place of residence.

Section 3. Qualifications

- A. Area and Regional directors must be residents of, or have a primary mailing address in the Area or Region they represent, and must have been Members of the Red Angus Association of America for not less than three (3) years.
- B. Designated representatives of corporations and partnerships and other legal entities are eligible to caucus with and are eligible for election to the Board from the Area and/or Region of their corporate membership designation.

Section 4. Director Terms

- A. The Area and Regional Directors will serve for a term of three (3) years. A Director shall serve no longer than two (2) consecutive full terms, whether as an Area or Regional Director, or a combination thereof.
- B. Any Director may be removed from office and the position declared vacant by unanimous vote of the remaining Board of Directors. A Director so removed is ineligible for re-election for that unexpired term.
- C. Any Director absent from two (2) consecutive Board meetings without good cause may be removed from office by unanimous vote of the remaining Board of Directors.
- D. Vacancies may be filled by the remaining Board members until the next Membership meeting. At the next Membership meeting such vacancy shall be filled for the remainder of such unexpired term.
- E. No serving Director shall have the length of a current term of office shortened by any reassignment of states between Areas, or Areas between Regions. In the event that a reassignment causes there to be more than one Director serving from one Area or Region, then the caucus for that Area or Region at the Annual Meeting making the reassignment shall select which person it wishes to be its Director. Any displaced Director shall automatically be appointed as a Regional Director.

- F. **Compensation or Salary.** No Director shall receive any compensation or salary as such, but the Board may authorize its members to be reimbursed for expenses.

Section 5. Officers

Officers of the Association may consist of a President, two (2) or more Vice-Presidents, a Secretary, a Treasurer, and such other offices as the Board finds necessary to create. Officers serve 1-year terms as follows: from election at the first board meeting following the Annual Meeting, until the election of officers at the next board meeting following the next Annual Meeting.

- A. **President.** The President shall be elected annually by the Membership for one (1) year terms. In the event the membership vote ends in a tie, another membership vote will be taken. In the event of a second tie, the President shall be elected by the Board of Directors. The President is limited to not more than 2 consecutive 1-year terms. President may not return as a Director without an intervening year following his/her presidency. He/she must currently be or have been a member of the Board of Directors of the Association for one (1) year. The President shall serve as the chief elected officer of the Association and shall be generally in charge of the execution of the Bylaws, Rules and Regulations of the Board and the Association; shall preside at all meetings of the Members and the Board of Directors, and perform all duties usual to such office or as prescribed by the Board. The procedure for identifying, nominating and electing the President shall be as follows:
1. The April issue of the ~~ARA~~ **RAM** shall list requirements for the position of President, nomination committee contact information, and time table for potential candidates
 2. Members submit candidate's names to the nominating committee by June 1.
 3. The July/August issue of the ~~ARA~~ **RAM Magazine** shall profile candidates for the office of President.
 4. The Nominating Committee shall present candidates for the office of president on first day of the Annual Meeting. Additional Candidates may announce their candidacy at this time.
 5. During the final session of the Annual Meeting, Members shall nominate candidate(s) for president. Nominations from the floor will be accepted at this time.
 6. If only one candidate is nominated for President and the vote by acclamation at the Annual Meeting fails, nomination of qualified candidates can be offered from the floor at the Annual Meeting.
- B. **First Vice-President.** The First Vice-President shall be selected by the board of Directors from its own membership and shall, in the absence of the President or at his/her request, perform the duties of the President or such duties as the President may designate.
- C. **Second Vice-President.** The Second Vice-President shall be selected by the Board of Directors from its membership and shall in the absence of the President and First Vice-President, shall perform their duties or such thereof as the President or First Vice-President shall designate.
- D. **Secretary.** The Secretary shall be selected by the Board of Directors and shall be the custodian of all books, papers, records, documents, official seal and property of the Association except as otherwise authorized by the Board of Directors. He/she shall conduct by himself/herself or through such assistant secretaries or other subordinates as is authorized by the Board of Directors, such correspondence as may be delegated to him/her by the Board of Directors, shall serve or cause to be served, printed or published such notices as shall be required by law or by these Bylaws and by resolution of the Board of Directors and shall perform all such other administrative duties as shall be assigned to him/her by the Board of Directors.
- E. **Treasurer.** The Treasurer shall be selected by the Board of Directors and shall have charge of the funds of the Association. The Treasurer shall be the presiding member of the Finance Committee, which shall issue

financial reports to the Board not less than annually, and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the directors.

Section 6. Chief Executive Officer.

The Chief Executive Officer (CEO) shall be the chief paid executive of RAAA directly accountable to the Board of Directors. The CEO shall regularly advise the officers and the board on the Association's organizational structure, policies, programs and long-range planning. The CEO shall develop and propose an annual operating budget; control expenditures of the Association; and provide adequate funding for all programs of work within the approved budget, as may be amended from time to time by the Board of Directors. The CEO shall have the authority to hire, promote or dismiss employees of the Association, determine staffing requirements, determine hours of operation and the like. The CEO shall not serve concurrently as a voting member of the board of directors, but shall be an ex officio member of the board, the Executive Committee and of other RAAA committees as necessary, all without vote.

Section 7. Committees

Committees are authorized to provide specialized inquiry, review, analysis and recommendation concerning the specific area of the committee, to assist the Board in guiding the Association. The following Committees are authorized: the Executive Committee, the Finance committee, the Technical committee, the Alliance committee, Strategic Planning Committee, Member Committees, Board Committees and Special Committees, all as authorized by the Board. Committees may include both members and non-members. However, all committees must include at least one board member.

Executive Committee:

(A) *Composition*

The Executive Committee may be composed of the President, 1st vice president, 2nd vice president, Treasurer and CEO of the Association; except that the CEO shall serve without vote. The President or its designee shall serve as chair of the Committee.

(B) *Authority*

The Executive Committee shall act for and on behalf of the Board of directors when the Board is not in session, and is directly accountable to the Board for its actions. The Executive Committee shall not authorize the sale, lease, exchange, mortgage or other transfer of the property and assets of the RAAA, without consent of the Board.

Finance Committee: The Finance Committee may be composed of the Treasurer, CEO and financial officer of the Association, and those other members nominated by the President and approved by the Board. The Treasurer or its designee shall serve as chair of the Committee. The Finance Committee shall be responsible for annual budgets, monitoring compliance with the budget, and investments. The Finance Committee shall prepare a proposed annual budget for consideration and approval by the Board.

Technical Committee: The Technical committee shall provide detailed analysis and recommendation to the Board as requested by the Board from time to time.

Alliance Committee: The Alliance committee shall provide detailed analysis and recommendation to the Board as requested by the Board from time to time.

Strategic Planning Committee: The Strategic Planning committee shall provide detailed analysis and recommendation to the Board as requested by the Board from time to time.

Member Committees: The Member Committees may meet and make a report to the Membership and the Board of Directors at each Annual Meeting. Appointments, including the designation of a Chairperson and a Board member to serve as liaison to the Board, shall be made at, [on or before](#) the first Board Meeting in each calendar year by the President. Any Member may request consideration for appointment to any committee.

Board & Special Committees: At any time, the Executive Committee may appoint such additional committees as it deems necessary for the effective management of the affairs of the Association, either from among its own membership or any other individuals. Any proposed funding shall be submitted to the Board for approval. At any time, the Board may request that a Board or Special Committee be considered for specific inclusion in these Bylaws by amendment thereto.

ARTICLE XII - Amendment of Bylaws

These Bylaws may be amended by delivering to the membership the proposed amendment(s) for adoption at least thirty (30) days prior to the annual meeting, and approved and adopted by a majority of the members attending the annual meeting.

ARTICLE XIII - Indemnification

The Association will indemnify its directors, officers, and employees against any and all costs, expenses, attorneys' fees, suits, liabilities, judgments, damages, and claims arising from any actions that were carried out in the course of the Association's business, and therefore the Association specifically adopts the provisions of the Colorado Revised Statutes 7-129-101 et seq., and also agrees to abide by similar statutory or common law provisions that may apply in other states, in the event the Association is involved in an action in a state outside the state of its incorporation. Such indemnification shall not eliminate or limit the director's liability in circumstances that occurred outside the scope of the Association's business, nor shall it eliminate or limit the director's liability under circumstances as set forth in 7-129-102, 7-129-109 of the Colorado Revised Statutes, as amended.

ARTICLE XIV - Data Ownership

Submission of any and all data or material to the Association shall result in transfer of ownership to the Association.

[CERTIFICATE OF ADOPTION FOLLOWS]

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing Bylaws were revised and restated by the Board of Red Angus Association of America, Inc. as of _____, 2022.

_____, Secretary