

**BY-LAWS OF THE HEARTLAND HIGHLAND CATTLE ASSOCIATION
(Revised March 2019)**

ARTICLE I

Offices

Section 1. The principal office of this Association shall be located at the address of 976 State Hwy. 64, Tunas, MO 65764.

ARTICLE II

Objectives

The objectives of the Heartland Highland Cattle Association (HHCA) are to promote Highland Cattle by raising an awareness of their benefits, and to support the membership through educational, business and social activities of the Association.

ARTICLE III

Membership

The membership of the corporation shall consist of family or farm units which own Highland cattle, or having an interest in Highland cattle, each unit having one vote. Dues shall be set from time to time by the Board of Director or the members.

Section 1A Membership Responsibility

Members will be expected to promote and represent “The Highland Breed and the HHCA” in the best manner possible in their marketing and promotion of livestock involving the Highland breed.

Section 2. The Association may be affiliated with the American Highland Cattle Association and with the Canadian Highland Society and such other societies or associations as the Board of Directors may determine.

Section 3. The annual meeting of the membership shall be held on the first Saturday of March of each year, when the members entitled to vote shall elect members to a Board of Directors, who shall take office upon the expiration of the terms of the original directors, or upon the expiration of the term of office of the directors elected to succeed said original directors, and to transact such other business as may properly be brought before the meeting.

Section 4. Ten percent (10%) of the members of the Association and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meeting of the members for the transaction of business except as otherwise provided by law, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting without

notice other than announcement at the meeting until the first Saturday of the following month at the location chosen by the members present. Should there still not be a quorum, the Board of Directors shall step in and serve as the membership until such time as a quorum can be met.

Section 4A. Voting By Mail.

Absentee ballots may be used by members choosing not to attend the annual meeting or special meetings of the membership. Such ballots are for the purpose of expressing the member's preferences on candidates for the Board of Directors, for changes to the Articles of Incorporation, changes to the By-laws and for other issues set forth in writing and provided to the membership in advance of the meeting pursuant to the notice requirements for said meeting, set forth herein. Absentee ballots may not be given for unspecified business or actions that come before the membership. Absentee ballots must be received before the annual meeting date. Ballots will be opened and counted the day of the annual or special meeting with the ballots cast at the election.

Section 4B. Voting Ballot.

For the purpose of voting by ballot, the Association Secretary shall assign and record each Member Farm a number. This number shall not be of a nature so as to identify the Farm, other than to the Secretary. When mailing out ballots, the Secretary shall include on the mailed ballot, the number assigned to the Farm the ballot is being sent to. Anyone without a mailed ballot at any HHCA Meeting where ballot voting will occur must obtain one from the Secretary at the meeting, having the appropriate farm number on it. Only numbered ballots will be considered as valid votes. The tally committee shall along with the tally of votes, tally the ballot numbers on a separate record and reconcile them with the total vote cast. If two or more ballots with the same farm number should ever appear in the same election, then all ballots with that number in that election shall be disqualified.

Section 4C.

At the HHCA annual meeting, the HHCA secretary shall pick a three (3) person tally Committee out of the membership to tally ballots for the election of HHCA Board of Directors. Family members of anyone running for a HHCA position shall be disqualified from serving on the tally Committee for that election.

Section 5. At any meeting of the members every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member and bearing date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period, but in no event shall a proxy, unless coupled with an interest, be voted on after one (1) year from the date of its execution. Each voting member shall have one vote.

Section 6. Special meetings of the members, for any purpose, or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, and shall be called by the Secretary of the Association at the request in writing of any director or any member or members holding in the aggregate 10% of the voting power of all members. Such request shall state the purpose, or purposes, of the proposed meeting. Upon receipt of such request it shall be the duty of the Secretary to call a special meeting of the members, to be held at the office of the Association or elsewhere at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such request, and if the Secretary shall neglect or refuse to issue such a call, the director or member or members

making the request may do so. If more than eighteen (18) months are allowed to elapse without an annual members' meeting being held, any member may call such meeting, to be held at the office of the Association.

Section 7. Business transacted at all special meetings shall be confined to the objects stated in the call.

Section 8. Written notice of a meeting of the members, giving the time, place and purpose of the meeting, shall be given to all members entitled to vote at said meeting at least ten (10) days prior to the date named for the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a member at his last known post office address, notice shall be deemed to have been given him. Notice of any members' meeting may be waived in writing by any member at any time.

ARTICLE IV

Board of Directors

Section 1. The property and business of this Association shall be managed by a Board of seven (7) Directors. They shall be elected at the Annual March Meeting of the Members, to serve staggered three (3) year terms. Each Director shall be elected to serve until his successor shall be elected and shall qualify. Elections for Directors and Officers shall occur at the HHCA Annual March Meeting. Directors shall not serve more than two consecutive terms regardless of the number of years before sitting off for one year. *There shall be a nominating committee to select candidates for the vacant Board of Directors seats.* Committee Members shall be the Past President or Current President, Vice-President, Current Board members, and two (2) Members from the Membership, all being Members of the AHCA.

Section 1A Qualifications for the HHCA Board

“Each Board Member, or Board Member Candidate, shall have been:

A Member of the HHCA for a period of not less than 3 years prior,

Have been a promoter of not just their own operation, but of the Highland Breed in general,

And have been an asset to the HHCA, and to the Highland Breed, and be a Member of the AHCA.

Section 2. If the office of any Director, or Directors, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining Directors, even if less than a quorum, shall choose a successor, or successors.

Section 3. There will be three (3) Board Meetings held in addition to (adopted 3/5/16) the Annual HHCA March Meeting. The mid-year meeting will be held in September, with two conference call meetings held at different dates. The Annual HHCA Board meeting will be held in March at the HHCA Membership Meeting.

Section 4. Special Meetings of the Board may be called by the President with (10) days' notice to each Director, either personally, by mail or by electronic notification, Special Meetings shall be called by the President or Secretary in like manner and of like notice on the written request of three (3) Directors. Notice of any Directors' Meeting may be waived in writing by a director at any time, and any meeting at which all are present shall be valid without notice or waiver of notice. If a resolution of the

Board is signed by every member thereof, the same shall have the same effect as if a meeting had been called and the resolution duly adopted.

Section 5. At all meetings of the Board of Directors a majority of the Board shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6.

Removal of HHCA Directors: Any director may be removed with cause by the unanimous consent of the remaining Board members. If any director, at large or regional, be absent from more than two successive regularly scheduled meetings of the Board, said absence not being excused by a majority of the other directors, the remaining directors may déclassé his or her position vacant. In the event a director is absent from three consecutive (regular or special) meetings, or three out of four meetings (regular or special) this shall cause the automatic removal of the director. If the HHCA Director is unable to attend a meeting in person or a conference call meeting, it is necessary for them to contact the President or Secretary beforehand to be excused.

Section 7. In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statue, or by these Bylaws directed or required to be exercised or done by the members.

Section 8. The regional association affiliated with the American Highland Cattle Association shall have the right to nominate and elect a director from its membership to serve on the Board of the Association. A regional director must be a member in good standing of the American Highland Cattle Association. The term of a regional director shall be for three years. After serving two consecutive three-year terms, a regional director shall not be eligible for re-election for one year. The regional association shall advise the AHCA in writing, by way of a certified copy of the regional association's membership minutes, of its elected representative who shall become a regional director.

ARTICLE V

Officers

Section 1. The officers of the Association shall be President, Vice-President, and Secretary/Treasurer. The Secretary/Treasurer need not be a director, but the President and Vice-President shall be seated on the Board of Directors. The President and Vice-President are chosen from the Board and elected by the Board of Directors.

Section 2. The President may only vote to break tie votes and may not make motions without relinquishing the chair. Interim officers when needed will be elected from Board of Directors to serve until next general election.

Section 3. The Board may appoint such committees, officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The officers of the Association shall hold office until their successors are elected, and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed for just cause by the affirmative vote of a two-thirds (2/3) majority of the whole Board of Directors. If the office of any officer, or officers, becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

ARTICLE VI

The President

Section 1. The President shall be the chief executive officer of the Association, he/she shall preside at all meetings of the members and directors; he shall have general charge of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

Section 2. The President shall execute bonds, mortgages, and other contracts.

Section 3. The President shall be ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of an Association.

The Vice-President

Section 4. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The Secretary

Section 5. The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be.

Treasurer

Section 6. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects, in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

Section 7. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may be required, an account of all his/her transactions as Treasurer and of the financial condition of the Association.

Section 8. The Treasurer shall give the Association, if required by the Board of Directors, a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his/her office, and for the restoration to the Association in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his/her control belonging to the Association.

ARTICLE VII

Notices

Section 1. Whenever under the provisions of these Bylaws notice is required to be given to any Director, officer, or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, addressed to such member, officer or trustee at such address as appears on the books of the Association directories, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Any member, Director or officer may waive any notice required to be given under these Bylaws.

ARTICLE VIII

Amendments

These Bylaws may be amended by a majority vote of the Directors or of the members, provided that any amendments by the Directors shall be subject to the approval of the membership at the next annual meeting.

ARTICLE IX

General

Section 1. Robert's Rules of Order, Revised, shall govern all meetings of this Association, its officers, Directors, members, or committees, unless otherwise herein provided, and if disputes arise.

ARTICLE X

Rights and Liabilities of Directors

Section 1. Property Interest of Directors. No director of the Association shall have any right, title or interest in or to any property or assets of the Association either prior to or at the time of any liquidation or dissolution of the Association, all of which properties and assets shall at the time of any liquidation or dissolution and after all current debts are paid shall be vested to the 501C3 Highland Cattle Foundation to execute specifically for the purpose of promotion and education of Highland Cattle.

ADOPTED BY UNANIMOUS VOTE AT THE ANNUAL MEMBERSHIP MEETING HELD ON SATURDAY, MARCH 2, 2019 AT THE BRANSON TOWERS HOTEL, BRANSON, MO