

BY-LAWS OF THE HEARTLAND HIGHLAND CATTLE ASSOCIATION

(Revised March 2026)

ARTICLE I

Office

Section 1. Address

The principal office of this Association shall be located at the address of 976 State Highway 64, Tunas, Missouri 65764.

ARTICLE II

Objectives

The Heartland Highland Cattle Association is a 501C3 Public Charity. 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 the educational, business, and social activities of the Association.

ARTICLE III

Membership

The membership of the Heartland Highland Cattle Association shall consist of family or farm units which own Highland Cattle or have an interest in Highland Cattle, each unit having one vote. Dues shall be set from time to time by the Board of Directors. or the membership

Section 1A- Membership Responsibility

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

Section 2. Independence/Affiliations

The HHCA is an independent Highland Cattle association with its own Registry. From time to time, the HHCA may or may not be affiliated with other associations or societies that the Board of Directors or the HHCA membership determines to be beneficial to the HHCA membership.

Section 3. Annual Business Meeting

The annual business meeting of the membership shall be held on the first Saturday of March, or the previous or following Saturday if the first is not possible, of each year, when 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. Voting

Five percent (5%) 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 meetings of the members for the transaction of business where the opportunity to vote by mail was available, except as otherwise provided by law, or these Bylaws. One percent (1%) of the members of the Association and entitled to vote thereat, present in person, shall be requisite and shall constitute a quorum at all meetings 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 to not attend the annual business 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 Bylaws, 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 meeting date. Ballots will be opened and counted the day of the annual or special meeting with the ballots cast at the meeting.

Section 4B. Voting Ballot

At the time a membership application is received, the Association Office Manager shall assign each Member Farm a number. This number shall be used in all correspondence with that Member Farm. When mailing out ballots, the Office Manager 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 Office Manager at the meeting, having the appropriate member farm number on it. Only numbered ballots will be considered as valid votes. The Tally Committee Chairperson 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. Tally Committee

At the HHCA annual meeting, the HHCA Annual Gathering Committee Chairperson shall pick a five (5) person Tally Committee out of the membership to tally ballots for the election of the HHCA Board of Directors and any other decisions on the ballot. Family members of anyone running for a HHCA board position shall be disqualified from serving on the Tally Committee for that election.

Section 5. Proxy Votes

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 a 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 Farm will have one vote.

Section 6. Special Meetings

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 President of the Association at the request in writing of any Director or any member or members holding in the aggregate 5% 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 President to call a Special Meeting of the members, to be held at the office of the Association or elsewhere at such time as the President may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such request, and if the President 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 Business Meeting of the members being held, any member may call such meeting, to be held at the office of the Association.

Section 7. Agenda

Business transacted at all Special Meetings shall be confined to the subjects stated in the call.

Section 8. Notice of Meeting

Written notice of a meeting of the members, giving the time, place, and purpose of the meeting, shall be given to all members entitle 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 State 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. HHCA Board of Directors

The property and business of the Association shall be managed by a Board nine (9) Directors. (See Article V, Section 1.) They shall be elected at the March Annual Business Meeting of the members, to served staggered (3) year terms. Each Director shall be elected to serve until his successor shall be elected and shall quality Directors shall not serve more than two consecutive terms, regardless of the number of years, before sitting off for one year.

(See Article V. Section 4 Terms of Office) There shall be a nominating committee to select candidates for the vacant Board of Directors' seats.

Section 1A. Qualifications for the HHCA Board of Directors

Each Board Member, or Board Member Candidate shall have been a member of HHCA in good standing for a period of not less than three (3) consecutive years prior; have been a promoter of just not their own operation, but of the Highland breed in general; and have demonstrated that they have been an asset to the HHCA, and to the Highland breed.

Section 2. Director Vacancy

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. Board of Director Meetings

There shall be a Board of Directors' meeting at least once every quarter. In addition to the Board of Director meeting(s) at the HHCA Annual Meeting Gathering, the HHCA Board will meet once in June, September, and December. Based on the business before it, the Board will set the location, method, and time of the June, September, and December meetings.

Section 4. Special Board Meetings

Special Meetings of the Board may be called by the President with three (3) 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. Quorum of the Board

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 a Director

Any Director may be removed with ~~the~~ cause by the unanimous consent of the remaining Board Members. If any Director, be absent from more than two (2) successive regularly scheduled meetings of the Board, said absence not being excused by a majority of the other Directors, the remaining Directors may declare his or her position vacant.

Section 7. Other Responsibilities

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 statute, or by these Bylaws directed or required to be exercised or done by the members.

Section 8. Compensation

No member of the HHCA Board of Directors or immediate family members may be compensated, either monetarily or in like kind benefits, for work done on behalf of the Association. Furthermore, any paid position or compensation is at the discretion and approval of the HHCA Board. Reimbursement for out of pocket expenses on behalf of the Association will be permitted.

ARTICLE V

Officers

Section 1. Officers

The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. The Secretary and Treasurer need not be directors, 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. The Secretary and Treasurer will also be elected by the Board of Directors.

Section 2. President's Limits/Interim Officers

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 the Board of Directors to serve until the next general election.

Section 3. Others

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. Terms of Office

The Officers of the Association shall hold office for three years, regardless of their term on the Board overall. Officers shall be elected at the December meeting, taking office at the Annual Gathering in March. 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.

Section 5. Compensation

No Officer of the HHCA or immediate family members may be compensated, either monetarily or in like kind benefits, for work done on behalf of the Association. Furthermore, any paid position or compensation is at the discretion and approval of the HHCA Board. Reimbursement for out-of-pocket expenses on behalf of the Association are permitted.

ARTICLE VI

Officer Duties

Section 1. President

The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Members and Directors. He/she shall have general charge of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

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

The President shall be an 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.

-Section 2. Vice President

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

Section 3. Secretary

The Secretary shall attend all sessions of the Board and all meetings of the Members. Prior to any meeting of the Board or of the Membership, the Secretary, working with the President, shall compile and distribute the agenda of the meeting. The Secretary may send the information to the Office Manager to send out to the appropriate group or parties. The Secretary will be responsible for taking minutes at all meetings of the Board, both quarterly meetings and any special meetings. He/she is responsible for making sure those minutes are later accessible to the Board and to the Members.

Section 4. Treasurer

The Treasurer, working with the Office Manager, shall supervise the custody of the Association funds and securities and shall assist in keeping full and accurate accounts of receipts and disbursements in books belonging to the Association and shall supervise the deposit of 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. The Treasurer shall supervise the disbursement of the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and, working with the Office Manager, shall render to the President and Directors at the regular meeting of the Board, or whatever they may be required, an account of all of his/her transactions as Treasurer and of the financial condition of the Association.

Section 5 Committees

The Board, as it deems beneficial to the Association, may appoint Committees to carry out the business and operation of HHCA. Committees will be of two types, Standing or Special. Terms are for one year. All Committees will need to be reappointed annually by the Board and are subject to the same rules and requirements governing the HHCA Board of Directors. A paid employee of the HHCA may be a member of these committees, but without a vote. The HHCA President shall be an ex-officio member of all Committees, except the Nominating Committee per RONR. Standing Committees may include Auction Committee, Nominating Committee, Bylaws Committee, Registration Committee, Ethics Committee, Genetics Committee, Grievance Committee, Breed

Standard Committee, Finance Committee, Tally Committee, Social Media Committee, and Annual Gathering Committee.

ARTICLE VIII

Amendments

These Bylaws may be amended by a two thirds (2/3) 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 Business Meeting.

ARTICLE IX

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

-Property Rights 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 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 St. Jude's Children's Research Hospital.

**ADOPTED BY UNANIMOUS VOTE AT THE ANNUAL MEMBERSHIP MEETING HELD ON
SATURDAY, MARCH 7, 2026 AT THE BRANSON TOWERS HOTEL, BRANSON, MO**

CLINT DEARDORFF PRESIDENT.