THE BY-LAWS OF

INDIAN TERRITORY TEXAS LONGHORN ASSOCIATION

A Non-Profit Corporation

ARTICLE I

NAME: The Name of the Association shall be the INDIAN TERRITORY TEXAS LONGHORN ASSOCIATION

ARTICLE II

Purpose: The purpose of the Association is to preserve and promote the Texas Longhorn Breed of Cattle and to provide for fellowship among our members. This may be done by sales, tours, field days, shows and other honorable means. These achievements may be accomplished by all the membership working together.

It shall, at all times function for the benefit of the breed and all its members.

ARTICLE III-OFFICES

The location of the offices will be determined by the Board of Directors.

ARTICLE IV

EXECUTIVE BOARD: The Executive Board shall consist of four officers:

- 1. President
- 2. Vice-President
- 3. Treasurer
- 4. Secretary

And the Board of Directors

Ownership of Registered Texas Longhorn Cattle is a REQUIREMENT to serve as an officer in ANY CAPACITY and must be registered with the International Texas Longhorn Association.

ARTICLE V

OFFICERS: The officers of the Association shall be President, Vice-President, Treasurer and Secretary elected by a vote of the membership. The officers are to be elected for a term of one (1) year. All must be members of the International Texas Longhorn Association.

No officer shall serve successively for more than two terms. Deleted at Dec 5, 2009, meeting.

PRESIDENT: The President shall be the Chief Executive Officer of the Association. He or she shall preside at all meetings of the directors and membership shall have active management of the business of the Association and shall see that all orders and resolutions of the Executive Board and membership are carried out.

VICE-PRESIDENT: In the absence of the president, or his/her inability or refusal to act, the Vice President shall assume the duties of the president.

TREASURER: The Treasurer shall maintain custody of the Association funds, shall keep accurate records and accounting of all receipts and disbursements of Association funds in books belonging to the Association; shall deposit all monies in the name and to the credit of the Association. All receipts, canceled checks, deposits, vouchers, or any other properties of the Association must be maintained for the records. At all times the records are to be current and available for viewing (upon a reasonable time request). The Treasurer shall submit a financial report at all quarterly Executive Board meeting. A financial report shall be sent to the membership, along with a news letter. The Treasurers records may be subject to an independent audit by a CPA or two or more qualified members of the Association on a yearly basis prior to the annual membership meeting and shall be reported on at

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The Treasurer shall at no time take upon him or her self to purchase or issue monies that have not been discussed and voted on by the Executive Board.

SECRETARY: The Secretary shall keep or cause to be kept exact minutes of the meetings of the Executive Board and of the annual membership meetings; shall sign and issue all Certificates of Membership.

ARTICLE VI

BOARD OF DIRECTORS: The Board of Directors shall be elected by the majority of the voting membership present at the annual meeting, and shall consist of six (6) members. Directors shall be elected to three (3) year terms; however, in the first election of the six (6) Directors two shall be elected to serve one (1) year term, two (2) to serve a two year term and two (2) to serve a three (3) year term. Therefore not changing all Directors the same year. Any change in the number of directors shall not shorten the term of any then existing director. Any director or officer not present at fifty (50) percent of the meetings is to be replaced at the next election. Any directors may be removed from office by a vote of the majority of the voting membership present at any special meeting called for such a purpose or at any annual meeting. Any vacancy on the board of directors created by the removal of a director shall be filled by a vote of the majority of the voting membership present at any meeting called for such a purpose. The term of any director elected to fill a vacancy shall be the remaining term of the replaced director. Each director shall serve until the end of his or her term and until a successor is elected and qualifies or until his earliest resignation or removal. Any director whose term has expired by be elected to succeed himself. The Executive Board shall hold meetings at least quarterly.

The Board of Directors shall be nominated from different regions of the State to ensure Regional Representation on the Board, therefore representing the entire state as a whole.

ARTICLE VII

<u>MEMBERSHIPS:</u> The Association will have four memberships available for anyone who has a genuine interest in Texas Longhorn cattle and is an International Texas Longhorn Association member.

REGULAR - A regular member in the Association shall be a person, partnership, corporation or firm. Regular members shall be reputable breeders and/or owners of Longhorn cattle. Each member shall pay an annual membership fee, the amount of which shall be established by a majority of the Executive Board. Regular members shall be entitled to one vote per member at any regular or special meeting of the membership. A married couple may, at their option, register as one member, entitled to one vote. Partnerships which artificially result in more votes than persons are specifically prohibited. Members shall receive the privilege of voting thirty (30) days from their application for membership; the founding meeting shall be exempt from this requirement and members present may vote.

JUNIOR - Anyone who has not reached the age of eighteen (18) and may or may not own Registered Texas Longhorn cattle. However a junior member would not be eligible to vote. All junior members would pay an annual membership fee, the amount of which shall be established by majority of the Executive Board.

LIFETIME - Lifetime Members shall be a member for life, however must meet the same qualifications of the Regular Membership. Lifetime members would pay a one time fee, which shall be established by majority of the Executive Board.

MEMBERSHIP DUES - Regular Membership \$25.00; Junior Membership \$15.00; Associate Membership \$20.00; Charter Life Membership \$100.00; Lifetime Membership \$200.00

ALL MEMBERSHIPS - shall be non-transferable. All dues are non refundable.

ARTICLE VIII

The annual membership meeting shall be held for the election of Directors and Officers and for the transaction of such other business as may be brought before the members. The annual MEMBERSHIP MEETINGS: membership meeting shall be held at such date and place as agreed to by the Executive Board. And all members shall be given written notice of the date and place and purposes(s) of each such meeting at least thirty (30) days prior to the meeting.

ARTICLE IX

Expulsion of a member from the Association, or recall of an officer or member of the Board of Directors from his or her position in the Association, shall be handled with discretion and maximum EXPULSION AND RECALL: consideration for the feelings of the individual. Issues involved with problems may include misconduct at meetings, Association activities, failure to perform the duties of an elected or other office or position, or violations of Bylaws or Association Rules and Regulations.

Members of the Association shall make every attempt to resolve issues, discussing the issues directly with the person. If this action is not feasible, the individual may speak privately with the President or a member of the **Executive Board.**

Where the foregoing measures are unsuccessful in resolving an issue, a petition requesting expulsion or recall must be generated and signed by at least two-thirds (2/3) of the membership. The petition shall be submitted in writing to the Secretary or a member of the Executive Board for consideration. The Board shall, within ten (10) days of receipt of the petition, call a special meeting of the membership or issue a written expulsion or recall ballot to the membership. A two-thirds (2/3) vote of the membership present at the meeting or responding on the written ballot shall be required to effect expulsion or recall.

ARTICLE X

Proposed amendments to the By-Laws may be recommended by any member of the Association in good standing and shall be submitted in writing to the Secretary for presentation to <u>AMENDMENTS TO THE BY-LAWS:</u> the Executive Board. The Board shall review each proposed amendment and present it to the membership for a vote at the annual meeting. The amendment will become part of the By-Laws upon two-thirds (2/3) vote of those present at the general membership meeting.

The above are the By-Laws of the Indian Territory Texas Longhorn Association, as enacted by the membership at its founding meeting October 14, 1995 in Oklahoma City, Oklahoma. Ferril Williamson, member, moved they be adopted and Farrell Robinson, member, seconded the motion. They were unanimously adopted by the membership.

Officers and Directors elected at the meeting were:

President, A. C. Kennard; Vice-President, Will Miltimore; Secretary, Roy Munson; Treasurer, Bernice Moore.

Directors, Steve Douglas, Wes Watson, Dale Hunt, Allen Stroud, Barry Judd and Ron Oestmann.

Founding Charter Members included, Phillip & Robin Henderson, Ferril & Phyllis Williamson, Bob & Reta Weaver, Bill & JoAnn Cole, Will & Diana Miltmore, Kenneth & Janet Archer, A.C. & Annabelle Kennard, Roy & Neeta Munson, Lora Lee Jones & Larry Leighton, Steve & Jane Douglas, Dale Hunt, Rodney F. Robinson, Wesley Watson, Wes Watson, Ray & Bernice Moore, Barry W. Judd, Ron Oestmann, Bennie & Betty Dutcher, Jerry E. Matthews, Allen & Norene Stroud. Representatives attending from International Texas Longhorn Association Board of Directors were Gary Bruch and Richard Rapp.