

BY-LAWS OF FLORIDA BRAHMAN ASSOCIATION, INC.

Article I

Name and Location

Section I: The name of this association shall be Florida Brahman Association. The principal office and place of business of this Association shall be located in the Florida Cattlemen's Association Building, 1818 N. Bermuda Avenue, Kissimmee, Florida, 34141, and it may have such other places of business in the State of Florida, in other States of the United States, and the District of Columbia, and in foreign Countries as may be necessary or convenient.

Article II

Membership

Section I: Classes:

- (a) Membership in this Association shall consist of two classes; the first class shall be known as "Breeder Members", and the second class shall be known as "Associate Members".
- (b) "Breeder Members" shall be persons, firms, partnerships, or corporations owning one or more registered purebred Brahman cows for production of purebred breeding stock.
- (c) "Associate Members" shall be persons, firms, partnerships, or corporations owning and maintaining one or more Brahman bulls, within the area designated for "Breeder Members", or who are otherwise actively interested in the promotion or development of the Brahman breed of cattle.
- (d) Firms, partnerships, or corporations, upon becoming "Breeder Members" or Associate Members shall promptly notify the Secretary of the Association in writing the name of the person authorized to represent their respective firm, partnership or corporation and such designated person shall have all the rights, privileges, and considerations of an individual member.

Section II: Admission to Membership:

- (a) Applications for membership of either "Breeder Member" or "Associate Member", shall be in writing on blank forms to be furnished by the Secretary.

Section III: Initiation Fees and Dues:

- (a) Annual dues for "Breeder Members" owning from one to ten, inclusive, registered purebred Brahman cows, shall be Twenty Dollars (\$20.00) payable in advance. Annual dues for "Breeder Members" owning more than ten registered purebred Brahman cows, shall be Fifty Dollars (\$50.00) payable in advance. Annual dues for "Associate Members" shall be Twenty Dollars (\$20.00), payable in advance. Dues shall

be computed on a September 1994 calendar year basis and shall be due and payable as of January 1 of each year.

Section IV: Voting Privileges of Members:

- (a) "Breeder Members": Each "Breeder Member" shall be entitled to one vote.
- (b) "Associate Members": "Associate Members" shall not be entitled to participate in the proceedings of Members' meetings by moving, nominating, or voting. "Associate Members" may attend meetings of the members and participate in discussion.

Section V: Termination of Membership:

- (a) Membership in this Association shall automatically terminate upon the failure of a member to qualify as hereinabove provided. Recording of transfer with the American Brahman Breeders' Association, of registration of ownership of a purebred Brahman cow or bull, shall constitute change of ownership for the purpose of this Section of these By-Laws.
- (b) Non-Payment of Dues: Members sixty days in arrears in payment of annual dues, shall, after twenty days written notice by email, automatically forfeit their membership and be dropped from the rolls by the Secretary. Any member forfeiting membership because of non-payment of dues, must make original application for membership before he can be reinstated as a member of this Association.
- (c) Any member of this Association who shall be expelled for cause from membership in the American Brahman Breeders' Association, shall automatically forfeit his membership in this Association.

Section VI: Expulsion:

- (a) The Board of Directors of the Association may prefer charges against any member of this Association, based upon any infraction of the Articles of Incorporation or By-Laws of the Association, or any act which may endanger the good order, welfare or credit of the Association.
- (b) Any member against whom charges may have been preferred by the Board of Directors shall be advised in writing of the nature of the charges and of the time and place of a hearing to be held by the Board on such charges. Such notice shall be given to such member at least thirty days prior to the date of the hearing on such charges.
- (c) The Board of Directors shall examine into such charges as shall have been made against any member, at the time and place designated in said notice, and if the charge is sustained by sufficient proof after an opportunity shall have been given the charged member for a hearing, the offending member shall be expelled, providing two-thirds of the Board of Directors shall vote in favor thereof.
- (d) Appeal: Any member suspended by action of the Board of Directors as herein provided, may appeal such suspension to the members represented in person, at a regular annual meeting, provided, that such suspended member shall give written notice to the Secretary of the Association thirty days, in advance of such annual meeting, of such appeal. Notice of such appeal shall be contained in the Notice of the annual meeting. A two-thirds vote of the members present at such annual meeting shall be final as to

the expulsion or reinstatement of such member who has made appeal from the Board of Directors to the annual meeting.

Section VII: Honorary Membership

(a) The Board of Directors, by majority vote, may grant Honorary Memberships.

Article III

Annual and Special Meetings of Membership

Section I:

The annual meeting of the members of this Association shall be held during April, May or June of each year.

Section II:

(a) Special meetings of the membership may be called at any time by the President, Vice-President, or by the Board of Directors.

Section III:

(a) Special meetings of the membership may be held at the Association's principal office unless otherwise fixed by the Board of Directors, which may designate any other convenient place within the boundaries covered by this Association.

Section IV: Notice:

(a) Notice of all regular and special meetings of the Directors shall be sent in writing by email to each Director at his/her e-mail address as shown on the Association's books. at least ten (10) days prior thereto; however, a Director may in writing waive notice.

Section V:

(a) At both annual and special meetings, each person present who, according to the records of the Association is a "Breeder Member" in good standing, shall be entitled to cast one vote on all matters requiring voting. Members shall not be entitled to be by proxy.

Section VI:

(a) Fifteen (15) or more duly qualified "Breeder Members" of the Association shall constitute a quorum for the transaction of all business at any regular or special meeting of the members.

Article IV:

Directors

Section I:

(a) The property and business of the Association shall be managed by a Board of up to eighteen (18) Directors, all of whom shall be "Breeder Members", and all past Presidents. Four (4) of the Directors shall

be the President. the Vice-President. Secretary and Treasurer of the Association. The remaining Directors may be elected at the annual members' meeting to serve for a term of one year. The term of office of each Director shall continue until his successor is duly elected and qualified.

(b) In the event of the death, disqualification, resignation or removal of any Director during the term of office, the remaining Directors may elect a qualified successor to serve until a successor shall be duly elected by the membership and shall have qualified.

Section II:

(1) The regular annual meeting of the Directors shall be held at the same place and immediately after the adjournment of the annual meeting of members.

Section III:

(a) Special meetings of the Directors may be held or called by the President, or in his absence, by the Vice-President, or by any three members of the Board.

Section IV

(a) Notice of all regular and special meetings of the Directors shall be sent in writing by mail to each Director at his address as shown on the Association's books, at least ten (10) days prior thereto; however, a Director may in writing waive notice.

Section V:

(a) Any special meeting may be called without notice with unanimous consent of the Board of Directors present at any function, regular, or special meeting. Any meeting may be held outside of the principal office of the Association, at any convenient place within the boundaries covered by this Association, designated in the notice of meeting, but a majority of the Directors present must, at the meeting, approve the fixing of any special meeting elsewhere than at the principal office of the Association.

(b) Ten (10) Directors shall constitute a quorum for the transaction of business at any regular or special meeting.

Section VI:

(a) The Directors may, by Resolution, appoint members of the Board as an Executive Committee to have and exercise such powers as the Board of Directors may from time to time delegate to such Executive Committee.

Section VII:

(a) Any Director who misses two meetings without excuse of the Directors shall automatically be removed from office and the remaining Directors may elect a qualified successor to serve until a successor shall be duly elected by the membership and shall have qualified.

Article V
Officers

Section I:

(a) The officers of this Association shall be a President, Vice-President, Secretary and Treasurer, all of whom, shall be elected by the members at their annual meeting, for the term of one year, and shall hold office until their successors are duly elected and qualified, said election to take place immediately preceding the election of the other Directors. No one shall be eligible to the office of President, Vice-President, or Treasurer unless he is a "Breeder Member".

(b) The office of Secretary may or may not be held by a person who is a "Breeder Member" or a Director. If the Secretary is not a breeder member that office will not be a director.

(c) The members may at any annual meeting, in their discretion, elect an Assistant Secretary and Assistant Treasurer, who shall be qualified as hereinabove provided for the office of and Treasurer, and such other officers, managers, agents and factors as may be deemed necessary.

(d) The office of Secretary and Treasurer may be held by one person.

Section II:

(a) The President shall preside at all Directors' and Members' meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the corporation, and shall perform all such other duties as are incident to his/her office. In case of the absence or disability of the President, his/her duties shall be performed by the Vice-President. The President can make no contract for the Association except by order of the Board of Directors.

(b) At least forty-five (45) days prior to each annual meeting of members, the President shall appoint a Nominating Committee of at least three (3) members, to make nominations for Officers and Directors to be elected at such annual meeting of members, and the Nominating Committee shall report its nominations at the annual meeting of the members. Nominations are then to be opened from the floor.

(c) The President may, prior to each annual meeting, obtain an audit of the books and records of the Association for the fiscal year immediately preceding such annual meeting, and shall present such audit at each annual meeting of the members such audit shall bear the Certificate of Approval of a Certified Public Accountant.

Section III:

(a) The Secretary shall issue notice of all Directors' meetings and shall attend and keep the minutes of same; shall have charge of all corporate books, records and papers; shall attest with his/her signature all written contracts of the Association; and shall perform all such other duties as are incident to his/her office.

Section IV:

(a) The Treasurer shall have custody of all money and securities of the Association, and shall give bond in such sum and with such securities as Directors may require, conditioned upon the faithful performance of the duties of his/her office. He/she shall sign all checks of the Association, shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his/her office.

(b) At each annual meeting of the members, the Treasurer shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the Association, and of the condition of its tangible property.

Article VI Finances

Section I:

(a) The funds of the association shall be deposited in such bank or trust company as the Directors shall designate and shall be withdrawn upon the check or order of the Treasurer.

Section II:

(a) The books of account and records of the Association shall be kept on a fiscal year basis, opening on September 1, and closing on August 31, of each year.

Article VII Shows and Sales

(a) Shows and sales of registered Brahman cattle may be held or sponsored by the Association, alone or jointly with the American Brahman Breeders' Association, or others as determined by the Board of Directors.

(b) Shows or sales held or sponsored by the Association shall be governed by rules and regulations promulgated or approved by the Board of Directors.

(c) Members of the Association entering animals for show or sale in competition or cooperation with other members of the Association, shall agree to abide by the rules and regulations of the said show or sale, whether or not said rules and regulations were promulgated or approved by the Board of Directors.

(d) In the event evidence is presented to the Board of Directors that a member of the Association has willfully or fraudulently violated any rule or regulation of a show or sale participated in by other members of the Association, the Board of Directors shall examine into the matter and if it is found that such violation has been committed, the Board of Directors shall take action determined by it to be appropriate to the circumstances. Appropriate action may consist of requiring the violator to return premiums, trophies and/or other awards, declaring violator ineligible to make entries or otherwise

participate in future shows and sales for a period of time to be determined by the Board of Directors, or expelling the violator from the Association as provided for in the By-Laws of the Association.

(e) Any willful or fraudulent misrepresentation of animals entered in a show or sale, or any other unethical act on the part of a member of the Association, shall be deemed an act of conduct which may endanger the good order, welfare or credit of the Association, and as such, is a violation of the By-Laws of the Association.

Article VIII Amendments

Section I:

(a) Amendments to the By-Laws of the Association may be made by a majority vote of a quorum of the members attending a regular or special meeting of the Association called for that purpose, or by a majority vote of a quorum of the Board of Directors at any regular or special meeting called for that purpose of which a two (2) week written notice of the proposed amendments to the By-Laws shall have been given.