

**BYLAWS OF THE  
NATIONAL JUNIOR HEREFORD ASSOCIATION**

**ARTICLE I  
Principal Office**

The principal office and location of the National Junior Hereford Association (the NJHA) shall be Kansas City, Platte County, Missouri.

**ARTICLE II  
Purposes**

The purposes of the NJHA shall be those stated in the Articles of Incorporation of the National Junior Hereford Association.

**ARTICLE III  
Membership**

**Section 1- Qualification of Members.** The organizational members of the NJHA shall consist of state junior Hereford and state junior polled Hereford Associations which have been franchised as members of this NJHA by action of the Board of Directors of the NJHA. Any member in good standing of a franchised state junior Hereford and state junior polled Hereford Association who has not reached his twenty-second birthday and has an active interest in Hereford cattle may become an individual member of this NJHA. An individual member may belong to multiple state junior Hereford Associations with the most recent membership in each of these Associations being considered the current membership for each respective association.

Any individual who resides in a state that has no franchised state junior Hereford Association or state junior polled Hereford Association and otherwise meets all qualifications of membership may become a member-at-large of this NJHA. Such members will be entitled to the same rights and privileges as members of state franchised state junior Hereford and state junior polled Hereford Associations.

Membership in the National Junior Hereford Association shall combine American Junior Hereford Association junior membership and National Junior Polled Hereford Council membership and the respective state junior Hereford Association and state junior polled Hereford Association memberships under one title.

All membership applications of the American Junior Hereford Association and National Junior Polled Hereford Council and the state junior Hereford Associations and state junior Polled Hereford Associations shall be forwarded to the National Junior Hereford Association.

**Section 2- Bylaws of Organizational Members.** All state junior Hereford Associations and state junior Polled Hereford Associations franchised by the National

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Junior Hereford Association must operate under state bylaws, articles of incorporation and constitution which are approved by the National Junior Hereford Association and operate in accordance with the terms and provisions as designated by the National Junior Hereford Association. The bylaws, articles of incorporation and constitution for any franchised state junior Hereford Association or state junior Polled Hereford Association must be on file with the American Hereford Association and its designated representative in Kansas City, Missouri, and each such state junior Hereford Association and state junior Polled Hereford Association agrees to promptly forward to the American Hereford Association and its designated representative all amendments or changes which may be made to its bylaws, articles of incorporation or constitution.

**Section 3- Voting.** The voting rights of members shall be vested exclusively in the organizational members, each of which shall be entitled to designate one delegate (two per state, one per state association unless that state has one, merged association recognized by the state Hereford Association and the National Junior Hereford Association) and each such delegate shall be entitled to cast one vote on each matter submitted to a vote of the members. Regional associations (associations composed of more than one state) will be entitled to two voting delegates; individual states within such regions will not be allotted individual voting delegates. A state must have at least 15 active members to qualify as a state association. The delegates must be individual members of the National Junior Hereford Association. The individual members of the National Junior Hereford Association as such, shall have no voting rights. National director candidates are not eligible to serve as voting delegates at the annual meeting concurrent with their candidacy.

**Section 4- Loss of Franchise by State Junior Hereford Association or State Junior Polled Hereford Associations.** Any state junior Hereford or state junior Polled Hereford Association which has been franchised by the NJHA may lose its franchise by action of the Board of Directors of the state Hereford Association, the Board of Directors of the NJHA or by action of the Board of Directors of the American Hereford Association for any reason or for reasons determined by the respective board of the state Hereford Association, the NJHA or the American Hereford Association.

**Section 5- Dues.** Dues for the individual members of the NJHA shall be an annual fee of \$15.00 plus any additional annual membership fee to be assessed by the individual state junior Hereford Association or state junior Polled Hereford association. The payment of the annual dues shall give annual individual membership privileges, but not to exceed the members' 22<sup>nd</sup> birthday. States may add additional state membership dues to this fee.

Annual dues for members-at-large shall be \$15.00 to become a member of the NJHA.

Individuals holding one of the two types of available junior memberships prior to the 30<sup>th</sup> day of October, 2000, and otherwise qualifying herein will be eligible to obtain a membership in the National Junior Hereford Association at the current annual membership fee and it will entitle the member to all of the privileges of membership in the National Junior Hereford Association.

#### **ARTICLE IV Meetings of Members**

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**Section 1- Annual Meetings of the Members.** The annual meeting of the members of the NJHA shall be held during the Junior National Hereford Expo, on such date and time at such place as shall be determined by the Board of Directors and upon such notice as shall be required by these Bylaws.

**Section 2- Special Meeting.** Special meetings of the members of the NJHA may be called by the president, or the vice president, or by the Board of Directors and shall be held on such date and at such time, and for such purpose as shall be determined by the Board of Directors and specified in the notice of such a meeting. A special meeting of the members of the NJHA to elect delegates shall be held on such date and at such time and place as shall be determined by the Board of Directors and upon such notice as shall be required by these Bylaws.

**Section 3- Place of Meetings.** All meetings of the members shall be held at such place or places within the continental United States as shall be determined by the Board of Directors and specified in the notice of such meeting.

**Section 4- Notice.** A written notice of each meeting of the membership which shall set forth the time and place, and, in the case of special meetings, the purpose of such meeting shall be published in The Hereford World or some other publication of general circulation amongst breeders and owners of Hereford cattle, designated by the Board of Directors, or mailed to all members entitled to vote at said meeting at the address appearing on the books of the NJHA at least ten (10) days prior to said meeting, and, except as otherwise specifically provided by law, any meeting held pursuant to such notice shall be a valid and duly convened meeting of the members. The notice for any meeting at which delegates are to be elected shall also set forth the name of each state of the United States, the number of delegates to be chosen by such state and the names of all nominees from such state.

**Section 5- Quorum.** At any annual or special meeting of the members of the NJHA, delegates present in person shall constitute a quorum to do business, but a smaller number may adjourn the meeting from time to time until a quorum is secured.

**Section 6- Voting.** (a) Except as may be required by law, only delegates representing the organizational members shall be entitled to vote in at an annual or special meeting of members. Members shall be entitled to vote as follows: (i) for the election of delegates, (ii) on those matters specifically identified in the NJHA's Articles of Incorporation and these Bylaws, and (iii) as required by law.

(b) With respect to the election of delegates, each Member shall be entitled to vote, as described herein and in the NJHA's Articles of Incorporation, only for a delegate or delegates to represent the state junior Hereford Association or state junior Polled Hereford Association which the Member is primarily a member of. The number of delegates who shall represent each state shall be determined in accordance with Article III of these Bylaws. Each Member shall have the right to cast only one vote for a delegate to represent the state junior Hereford Association or state junior Polled Hereford Association of which he is a member.

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**Section 7- Other.** The Board of Directors shall have the power to establish procedures from time to time for the conduct of elections and other business of the meeting of members consistent with these Bylaws. Except as provided in Article V, Section 2 of these Bylaws with respect to the nomination of delegates, for business to be properly brought before an annual meeting of members of the NJHA, a member must have given timely notice thereof in writing to the President of the NJHA. To be timely, a member's notice shall be delivered to the President of the NJHA at the principal office of the NJHA at the American Hereford Association in Kansas City, Missouri, not less than sixty (60) days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) days or delayed by more than sixty (60) days from such anniversary date, notice by the member to be timely must be so delivered not later than the close of business on the later of (i) the 60<sup>th</sup> day prior to such annual meeting or (ii) the 10<sup>th</sup> day following the date on which notice of the date of such meeting is first given.

## **ARTICLE V Delegates**

**Section 1- Number of Delegates.** On July 1 of each year, the NJHA shall determine the number of delegates from Members from the state junior Hereford Association and state junior Polled Hereford Association from each state. Each state junior Hereford Association and each state junior Polled Hereford Association shall be entitled to one (1) delegate. A state that has only one combined horned and polled junior association shall be entitled to two (2) delegates from that association.

**Section 2- Selection of Delegates.**(a) Any Member of a state junior Hereford Association or state junior Polled Hereford Association who is a member in good standing of the respective state junior Hereford Association or state junior Polled Hereford Association may serve as a state voting delegate at the annual business meeting. State junior Hereford and state junior Polled Hereford Association members will select their own voting delegate(s). The names of these delegates will then be submitted to the AHA youth department.

**Section 3- Selection Committee.** A selection committee comprised of retiring junior board members, national advisors and one member of the board of directors of the American Hereford Association shall screen all prospective candidates for the board of directors of the NJHA. This committee will screen candidates for qualifications, encourage candidates to run from regions lacking candidates and may limit the number of candidates to be considered for election to the board of the NJHA. The candidates selected by this Selection Committee will be announced at the summer Hereford Junior National Expo where they will be assigned tasks and responsibilities for evaluation. The Selection Committee will arrange for a "meet the candidates" forum and round table discussion to be held and scheduled during the Hereford Junior National Expo. Any member **who is at least 17 years of age and has not yet exceeded 20 years of age as of July 1** of the election year, wherein he desires to run and has been nominated by his state association may run for the board of directors.

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**Section 4- Election of Delegates.** At a meeting of members of each respective state junior Hereford Association and state junior Polled Hereford Association, the Members of each of said Associations shall elect one (1) delegate candidate for each state junior Hereford Association and each state junior Polled Hereford Association. At the meeting of members, all votes of Members present either in person or by proxy shall be counted and the candidate or candidates receiving the largest number of votes in each respective state junior Hereford Association and state junior Polled Hereford Association shall be declared elected as delegates.

**Section 5- Meetings of Delegates; Notices.** (a) An annual meeting of delegates shall be held during the Junior National Hereford Expo, on such date and at such time and place as shall be determined by the Board of Directors and specified in the notice of such meeting.

(b) Special meetings of delegates may be called by the Board of Directors. Special meetings of the delegates shall be held on such date and at such time as determined by the Board of Directors or the delegates, as the case may be. Special meetings of delegates shall be held at the office of the NJHA or at such other place as may be designated by the Board of Directors, and such meetings may be held telephonically with at least thirty (30) days advance notice of the date and time of said telephone meeting.

(c) Notice of any annual or special meeting of delegates shall be mailed to all delegates at least thirty (30) days prior to such meeting.

**Section 6- Quorum.** At any annual or special meeting of the delegates, two-thirds of the total number of delegates, present in person at the meeting, shall constitute a quorum to do business, but a smaller number may adjourn the meeting from time to time until a quorum is secured.

**Section 7- Voting.** At a meeting for the election of members to the Board of Directors, each delegate who is present in person at such meeting shall be entitled to cast as many votes in the aggregate as shall equal the number of directors to be elected at such meeting. A delegate may not cast more than one (1) vote for a particular candidate. A delegate shall be entitled to vote at a meeting of delegates only if such delegate is present in person at such meeting. The only matter upon which a delegate who is present in person at a meeting of delegates shall be entitled to vote is the election of members to the Board of Directors.

**Section 8- Alternate Delegates.** In the event any delegate is unable for any reason to attend the annual meeting of delegates, then the delegate nominee from the same state who is willing to serve and who received the greatest number of votes of all of the delegate nominees from that state who were willing to serve but were not elected as delegates shall attend the annual meeting and be treated for all purposes as a delegate from such state. If more than one delegate from a state is unable to attend the annual meeting of delegates, or if any delegate nominee from a state who would become a delegate under the preceding sentence is unable to serve as a delegate, then the delegate position or positions for such state shall be filled from among the remaining nominees from that state who are willing to

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serve, with each nominee who received a greater number of votes having priority over those nominees who received a lesser number of votes.

**Section 9- Other.** The Board of Directors shall have the power to establish procedures from time to time for the conduct of elections and other business of the meeting of delegates consistent with these Bylaws.

## **ARTICLE VI Board of Directors**

**Section 1- Powers.** (a) The Board of Directors shall have supervision, control, and direction of the property, business, affairs, and activities of the NJHA; shall determine its policies or changes therein within the limits of the laws of the State of Missouri, of the NJHA's Articles of Incorporation, as amended, and of these Bylaws; shall actively prosecute its corporate powers and objects, and shall have absolute discretion in the disbursement of its funds; provided, however, that the Board of Directors shall not authorize the NJHA to enter any activity not permitted to be transacted by a non-profit corporation under the laws of the State of Missouri and all income and property shall be applied exclusively to the nonprofit purposes of the NJHA, and no part thereof shall inure to the benefit of any private member or individual. The Board of Directors may adopt such rules and regulations for the control and conduct of the property, business, affairs, and activities of the NJHA as shall be deemed advisable. It shall, at its annual meeting, elect the officers of the NJHA in accordance with these Bylaws. The Board of Directors or any officer duly authorized by it, shall appoint and fix any compensation, if any, to be paid to such employees and agents, including legal counsel, as shall be necessary to conduct the affairs of the NJHA.

(b) Without the approval of three-fourths of all of the Directors given at a meeting especially called for such purpose after ten (10) days' written notice in advance thereof to each Director, no lien or encumbrance shall be created on any property of the NJHA.

(c) Any officer elected by the Board of Directors of the NJHA may be discharged only by the affirmative vote of a majority of the entire Board with or without cause at any time. Any employee may be discharged by the Board of Directors, or its duly authorized representative, at any time with or without cause.

**Section 2- Number.** The Board of Directors of the NJHA shall consist of twelve (12) members. The Board shall consist of twelve (12) members commencing after its election in the fall of 2002, and continue with twelve directors thereafter. The term of each new director shall be three years.

**Section 3- Nomination of Directors.** Each state may nominate an unlimited number of candidates for director of the National Junior Hereford Association. Candidates for the NJHA board of directors may not be nominated from the floor. If, at any time commencing with the annual meeting of delegates in 2001, the Board of Directors will, upon the expiration of the term of any current Director, not have a director who is primarily engaged in doing business or residing in any one of the four (4) regions delineated on the map attached hereto as Exhibit A, then at least **one (1)** and no more than

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four of the candidates nominated by the nominating committee shall be from such region. **Each region of the four (4) delineated on the map, exhibit A, must be represented by one board member and no more than 4 board members who are primarily engaged in doing business in that region. At all times the four regions will be represented on the NJHA board of directors by one member of each region.** The Selection Committee may specifically limit the number of candidates who will advance to the election at the annual meeting.

**Section 4- Election and Term of Office.** At the annual meeting of delegates in 2000, and at each annual meeting of delegates thereafter, the delegates, in accordance with the provisions of these Bylaws, shall elect four (4) Directors, with each Director elected to hold office for a term of three (3) years and until his successor is duly elected and qualified or until his earlier death, resignation or removal so that after the annual meeting of delegates in 2000, and the election of four new directors, the Board of Directors shall consist of twelve (12) Directors with each Director holding office for the term as provided above and the four newly elected directors serve for a term of three (3) years and until his successor is duly elected and qualified or until his earlier death, resignation or removal. Provided, however, if, at anytime commencing with the annual meeting of delegates in 2000, the Board of Directors will, upon the expiration of the term of any current Director, not have **one** Directors from any of the four (4) regions delineated on the map attached hereto as Exhibit A, then the **candidate** from that region who receive the largest number of votes of all of the candidates nominated from that region shall be elected to the Board of Directors, regardless of how many votes the other candidates received.

**Section 5- Vacancies.** Vacancies in the Board of Directors resulting from the death, resignation, removal, incapacity or disqualification of any of the members of the Board shall be filled by a majority vote of the remaining Directors at the next regular or at a special meeting of the Directors held for that purpose, and such person or persons so chosen to fill such vacancy or vacancies shall serve for the unexpired term of his predecessor and until a successor is elected and qualified. If, as a result of a vacancy, the Board of Directors does not have a Director who is primarily engaged in doing business in any one of the four regions delineated on the map attached hereto as Exhibit A, then the Board of Directors must fill the vacancy with a person who is primarily engaged in doing business in that region.

**Section 6- Removal.** Any director may be removed from office for cause by the affirmative vote of three-fourths of all of the other duly qualified and acting Directors of the Board at any special meeting of the Board of Directors called for that purpose; provided, that a copy of the notice of such special meeting is sent at least ten (10) days in advance of such meeting by registered mail addressed to each Director, including the Director whose removal or suspension is to be considered. No charges against any such Director shall be considered unless the same have been referred in writing and signed by the person or persons referring such charges and filed with the President of the NJHA at least twenty days prior to the date of the meeting at which the charges are to be considered. Such accused Director shall have the right to be confronted by his accusers and to show cause why he should not be removed, but the remaining members of the Board of Directors (that is those other than the accused) shall be the sole judges as to the advisability of the removal

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of suspension of such Director and upon its removal the office shall be declared vacant and the Board shall proceed to fill the same as in the case of other vacancies.

**Section 7- Compensation.** No Director shall receive compensation for any services he may render to the NJHA, provided that each may be reimbursed for his actual travel expenses as may be determined by the Directors in conjunction with existing financial availability as determined by the American Hereford Association.

**Section 8- Meetings of the Board of Directors.** (a) Regular or special meetings of the Board of Directors may be held at such time and place, anywhere within the continental United States, as the Board of Directors may determine and as determined by the designated NJHA representative of the American Hereford Association or, in the case of special meetings, as may be determined by the president or vice president and specified in the notice of said meeting. Any regular or special meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. The annual meeting of the Board of Directors shall be held in Kansas City, Missouri. Special meetings of the Board of Directors may be called by the president or vice president or by a majority of the Board of Directors.

(b) Written notice of each regular and special meeting of the Board of Directors, except the annual meeting, shall be mailed, e-mailed or faxed to the last known post office address of each member of the Board of Directors at least seven (7) days in advance of such meeting. Notices of such meetings shall state the time and place of the meetings, but need not state the purposes thereof.

(c) All Directors present and voting at any meeting of the Board of Directors, annual, regular, or special, shall be deemed to have waived any and all objection to the time or place of holding of such meeting or to the sufficiency of the notice thereof unless notice of the specific objection shall have been given to the Board of Directors in writing before participating in any business or voting at such meeting. Directors may waive in writing the necessity of notice of any special or regular meeting.

**Section 9- Quorum.** At all meetings of the Board of Directors there shall be present at least nine (9) members of the Board of Directors in order to constitute a quorum. A lesser number than a quorum may adjourn from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum be present.

**Section 10- Voting.** A majority vote of the Directors present at any regular or special meeting regularly called and held, at which a quorum is present, shall constitute the action of the entire Board except with respect to matters concerning which the affirmative vote of a larger number of Directors is specially required by these Bylaws or by law. In order for individual board members to cast a vote, the NJHA director will have had to meet the 75 percent rule of participation, as stated in the NJHA Code of Conduct. Including, but not limited to meeting and event attendance, getting sponsorships sold and writing thank you notes.

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**Section 11- Seal.** The Directors may adopt a seal for the NJHA.

**Section 12- Advisors.** National advisors will consist of one couple, an individual and a senior board liaison. The advisors shall be invited to attend all meetings of the NJHA board of directors each year. The advisors will serve three year staggered terms and in conjunction with the NJHA Board terms and may only serve a maximum of two terms. Advisor selection, to be made by the NJHA Board of Directors, is subject to the approval of the American Hereford Association Board of Directors.

## **ARTICLE VII Committees**

**Section 1- Executive Committee.** (a) Except as provided in (c) below, at each annual meeting of the Board of Directors, the Board of Directors may elect from among their members, three (3) members, which members so elected together with the chairman of the Board of Director shall constitute the executive committee of the Board. The president of the Board of Directors shall serve as the chairman of the executive committee. During the intervals between the meetings of the Board of Directors, the executive committee shall possess and may exercise all the powers of the Board of Directors, except with respect to the removal of Directors (Section 6, Article VI, hereof), and the creation of debts and liens (Section 1(b), Article VI hereof), the imposition of penalties under Article X and the amendment of Bylaws (Article XVI), the amendment of the Articles of Incorporation of the NJHA and any other powers which a committee of the Board of Directors is prohibited by law from exercising. All action by the executive committee shall be reported to the Board of Directors at its meeting next succeeding such action.

(b) Regular minutes of the proceedings of the executive committee shall be kept in a book provided for that purpose. Vacancies in the executive committee may be filled until the next meeting of the Board of Directors by the president of the Board of Directors who shall appoint to such vacancy or vacancies a member of the class of Directors of which the prior incumbent whose position is vacant was a member. At the next meeting of the Board of Directors, the Board of Directors shall elect one member of the class of Directors of which the prior incumbent was a member to fill the vacancy and to serve until the next annual meeting of the Board of Directors. A majority of the executive committee shall be necessary to constitute a quorum and in every case the affirmative vote of a majority of the members present at any meeting of the executive committee shall be necessary for the passage of any resolution. The executive committee may act by the written resolution of a quorum thereof although not formally convened. Meetings of the executive committee shall be called by the president or vice president upon two (2) days' written notice by mail or telecopied to the last known post office address of each member of the executive committee which notice shall state the time and place of such meeting. Said notice need not state the purposes of said meeting and any business may be transacted thereat.

**Section 2- Other Committees.** The Board of Directors may appoint such other temporary or standing committees from among its members as it deems desirable and vest therein such powers as it deems appropriate.

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**ARTICLE VIII**  
**Officers**  
**NJHA Board of Directors' Officer Responsibilities**

**Section 1- General.** The officers of the NJHA shall be the chairman, vice chairman, correspondence chair, event chair, leadership chair, and fundraiser chair and such other officers that may be appointed from time to time by the Board of Directors. The chairman and vice chairman must have served as members of the Board of Directors during the previous year to be eligible to be elected to such offices. All officers of the NJHA shall be appointed through the three part officer election process for the term of one year. These positions along with their corresponding responsibilities may be amended by the NJHA Board of Directors.

**Section 2- Chairman.** He/She will preside over all meetings of the membership and Board of Directors. The chairman will be the executive committee's chair and shall be the ex-officio member of every other standing temporary committee. He/She shall exercise such authority and perform such duties as the Board of Directors may from time prescribe to him. The chairman will also be responsible for contacting judges that are selected by Board of Directors.

**Section 3- Vice Chairman.** In the event of the absence of the chairman, the vice chairman shall possess all the powers and perform all the duties of the chairman. He/She will assist the chairman at meetings, events, etc. The vice chairman will serve as a representative to the oversight committee and also be responsible for the junior board ring work schedule at shows. The vice chairman shall do and perform such other duties as may be from time to time be assigned to him/her by the Board of Directors.

**Section 4- Communications Chairman.** The correspondence chair shall be responsible for taking minutes at all NJHA board membership meetings and conference calls. In the event of a known absence, the communications director shall appoint a fellow NJHA board member to take minutes in his/her place. The communications chair will be responsible for helping to coordinate the junior newsletter article assignments as well as the NJHA social media platforms and help to keep the NJHA website up-to-date. These updates and changes should be made every quarter. The communications director will be responsible for the NJHA checklist and keeping it updated with all current attendance of the NJHA board of directors.

**Section 5- Membership Chairman.** The event chair will act as a facilitator and event coordinator for all JNHE committees. This individual will act as an umbrella for all committees. He/She will report to the chairman and/or NJHA youth director from time to time on progress, concerns, and questions of the JNHE committees. This individual will be responsible for gathering concerns and praise by members of the association at the JNHE. He/She will report these concerns and praise to Board of Directors in order for review of the JNHE at the board's fall quarter meeting, American Royal meeting. He/She will act as a liaison for members at JNHE by providing answers to schedule and location questions. The membership chair will be responsible for conducting surveys, the NJHA membership meeting and all committees that are appointed.

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**Section 6- Leadership Chairman.** The leadership chair will act as a facilitator and coordinator for tasks leading up to any leadership events of the NJHA, specifically Faces of Leadership convention. The chair may from time to time delegate tasks to members of the board. Officer training for the board of directors will be coordinated by the leadership chair. The leadership chair will also be responsible for appointing members of the board to represent the NJHA at recruiting events or any event that requires a representative of the Board of Directors. The leadership chair will be responsible for helping to schedule what board members attend state and national shows as well as the new board orientation in the fall. The leadership chair will be responsible for recruiting members of the NJHA to run for the Board of Directors. The chairman will contact these prospective candidates after the board's fall quarter meeting. The chairman may delegate some contacts to other board members

**Section 7- Fundraising Chairman.** The fundraising chair will be responsible for helping to facilitate auction items that arise during the year as well as assisting AHA staff with all aspects of the annual NJHA calendar. This includes the sign sold at the Ladies of the Royal sale and the foundation heifer lot sold at the NWSS as well as any other lots that may arise from time to time. He/She will also be responsible for any other fundraising by the board by completing and/or delegating tasks that may be needed to be performed in order to facilitate any fundraising for the Board of Directors' travel expense account or NJHA.

**Section 8- Division of Authority.** The Board of Directors may from time to time delegate some or all of the functions, duties, powers, and responsibilities of any officer to any other officer or to any other agent or employee of the NJHA or other responsible person, provided that in the event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power or responsibility.

**Section 9- Vacancies.** Vacancies occasioned by the death, resignation, incapacity, or removal of officers of the NJHA, whether or not elected by the Board of Directors, shall be filled by a majority vote of the Directors at the next regular or at a special meeting of the Board of Directors called for that purpose and such person or persons so chosen to fill such vacancy or vacancies shall serve until the next annual election of officers or until their successors are elected and qualified.

## **ARTICLE IX Indemnification**

**Section 1- Indemnification in Actions by Third Parties.** The NJHA shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the NJHA) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the NJHA in accordance with Section 4 of this Article IX, which

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approval shall not be unreasonably withheld or delayed), attorneys' fees, and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the NJHA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that the NJHA shall not be required to indemnify or advance expenses to any such person seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person (including, without limitation, any cross-claim or counterclaim) unless the initiation of such action, suit or proceeding was authorized by the Board of Directors of the NJHA or as otherwise provided in Section 4 of this Article IX. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of no contest or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the NJHA, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

**Section 2 Indemnification in Action, by or in the Right of NJHA.** The NJHA shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the NJHA to procure a judgment in its favor by reason of the fact that such person is or was serving in an Indemnifiable Capacity against amounts paid in settlement thereof provided that such settlement and all amounts paid in connection therewith are approved in advance by the NJHA in accordance with Section 4 of this Article IX, which approval shall not be unreasonably withheld or delayed) and all expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit (including, without limitation, the investigation, defense, settlement or appeal of such action or suit) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the NJHA; provided, however, that no indemnification under this Section 2 of this Article IX shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the NJHA unless and only to the extent that the court in which the action or suit is brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of such case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 3- Indemnification for Success on the Merits or Otherwise.** Notwithstanding the other provisions of this Article IX, to the extent that a member, director, officer, employee or agent of the NJHA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article IX (including, without limitation, the dismissal of any such action, suit or proceeding without prejudice or, with the prior approval of the NJHA in accordance with Section 4 of this Article IX, the settlement of such action, suit or proceeding without admission of fault or liability), or in defense of any claim, issue or matter therein, such person shall be indemnified against any amounts which may be approved by the NJHA to

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be paid in settlement of any such action, suit or proceeding and against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**Section 4- Determination of Right to Indemnification.** Prior to indemnifying a person pursuant to the provisions of Section 1 or Section 2 of this Article IX, unless ordered by a court and except as otherwise provided by Section 3 of this Article IX, the NJHA shall determine that such indemnification is proper in the circumstances because such person has met the specified standard of conduct entitling such person to indemnification as set forth under Section 1 or Section 2 of this Article IX. Any determination that a person shall or shall not be indemnified under the provisions of Section 1 or Section 2 of this Article IX shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (ii) if such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested directors, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification shall include all expenses, including attorneys' fees, actually and reasonably incurred in connection with any such action (including, without limitation, the investigation, defense, settlement or appeal of such action), or (iv) by act of the members.

**Section 5- Advancement of Expenses.** Expenses (including attorneys' fees) actually and reasonably incurred by a member, director, officer, employee or agent of the NJHA who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the NJHA in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the NJHA. In no event shall any advance be made in instances where it is reasonably determined that such person would not be entitled to indemnification hereunder or that such person deliberately breached such person's duty to the NJHA or its members (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members, and such determination shall be final and binding upon the NJHA.

**Section 6- Non-Exclusivity.** The indemnification and the advancement of expenses provided by this Article IX shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, the Articles of Incorporation, these Bylaws or any agreement, vote of members or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which the NJHA may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by this Article IX shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors and administrators of such a person.

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**Section 7- Indemnifiable Capacity.** As used in these Bylaws, the term “Indemnifiable Capacity” shall mean service by a person as a member, director, officer, employee, or agent of the NJHA or service at the request of the NJHA as a member, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**Violation of Rules or Bylaws; Imposition**  
**of Suspensions and Sanctions**

The Board of Directors or the executive committee of the Board of Directors shall have the power to impress suspensions and sanctions as provided in this Article X for violations of the rules or bylaws of the NJHA. Whenever any complaint is made to the NJHA or whenever the NJHA otherwise receives information regarding such a violation, such complaint or information shall be referred to the Board of Directors or to the executive committee of the Board of Directors. Upon receipt of such complaint or information, either the Board of Directors or the executive committee may impose such sanctions as it deems advisable against the members involved, or any of them, prior to granting an opportunity to the owner and/or the members involved for a hearing thereon, if in the opinion of the Board of Directors or the executive committee that the nature of the matter and the interest of the NJHA and its members require such sanctions prior to a hearing on the matter. Without limiting the generality of the foregoing, the Board of Directors or executive committee may temporarily suspend a Member’s rights or of any animal which is the subject of such alleged violation and during the period of such suspension, the Member and/or animal may not participate in programs or activities sponsored by the NJHA.

The NJHA shall immediately send a written notice (the “Notice”) by certified or registered mail to the member and/or the owner of any animal against whom or which any sanctions have been imposed pursuant to the preceding paragraph. The Notice shall contain a summary of the alleged violation and information upon which the Board or the executive committee had acted and shall set forth the time and location of a hearing after which the Board or the executive committee shall make a final determination of whether or not a violation has occurred. Such hearing shall be within twenty (20) days of the date of the Notice, but any member or owner involved shall have the option to designate to the NJHA a later date for the hearing at a time mutually satisfactory to the NJHA and such member or owner, but no later than ninety (90) days after the date of the Notice and provided a written request for a later hearing is received by the NJHA at least seven (7) days before the scheduled hearing.

If the Board of Directors or executive committee determines that there is reasonable ground to believe that an alleged violation of the rules or bylaws of the NJHA has occurred but that the imposition of sanctions prior to a hearing on the matter is not required, the Board of Directors or the executive committee may designate a date for a hearing on the matter and order the member or owner of an animal involved in the alleged violation to

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appear at the hearing and answer the allegations. The notice of the hearing shall set forth information similar to that required in the Notice referred to in the preceding paragraph.

If a member or owner who has been notified of a hearing or ordered to appear at a hearing under either of the two (2) preceding paragraphs does not appear and a subsequent date for a hearing has not been mutually agreed upon, the alleged violation shall be deemed to have been conclusively established and any decision with respect thereto, including any sanction imposed by the Board of Directors or executive committee with respect thereto, shall be final and not appealable.

At any hearing pursuant to this Article X, the members and owners of any animal involved and the NJHA may be represented by counsel and may present experts or other witnesses and any relevant evidence. The procedures to be followed at the hearing shall be informal and judicial rules of evidence shall not apply. The NJHA shall maintain an appropriate record of the proceeding. As promptly as practicable following the hearing, the Board of Directors or the executive committee, as the case may be, shall either terminate any sanctions imposed prior to the hearing or, if it determines that a violation has occurred, impose such permanent sanctions as it deems appropriate including, but not limited to, refusing to allow the animal involved to participate in any of the NJHA's programs or activities, fining members or owners who participated in the violation amounts of up to \$100.00, and refusing to receive a subsequent application of any kind from a member or owner involved in the violation, and expelling from membership in the NJHA members who have knowingly or willfully participated in the violation.

A vote of a majority of the members of the Board of Directors or of the executive committee present at a meeting thereof at which a quorum is present shall control all decisions made thereby under this Article X.

Final decisions of the executive committee made pursuant to this Article X may be appealed to the Board of Directors at its next meeting and final decisions of the Board of Directors on such appeals or on original actions of the Board of Directors under this Article X may be appealed to Members of the NJHA at the next annual meeting of the members of the NJHA; provided, however, that the person appealing shall, within ten (10) days of any such final decision, file with the vice president a notice in writing of his intention to so appeal. The decision of the Board of Directors may be rescinded or modified by majority vote of the Members present at such meeting with the number of votes to which a Member is entitled determined by application of Article V of the NJHA's Articles of Incorporation. If a member or owner does not appear at the meeting of the Board of Directors or of the members, as the case may be, to prosecute his appeal, the decision from which he filed his appeal shall stand approved and be conclusive.

## **ARTICLE XI**

### **Fees and Payments**

All NJHA fees must be prepaid for membership privileges. All remittances received by the NJHA will be placed to the credit of the remitter, subject to acceptance of his application.

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**ARTICLE XII**  
**Members Required to Assist Officers**

It shall be the duty of each member and officer of the NJHA to furnish to the Board of Directors, any and all information they have or may receive with reference to any violation of the rules governing the registration of Hereford cattle in the American Hereford Record by any member or non-member of the NJHA, and to aid and assist to the best of their ability the officers and Board of Directors of the American Hereford Association in detecting any fraud or willful violation of the rules in the registry of cattle therein.

**ARTICLE XIII**  
**Proceedings By and Against Non-Members**

Non-members of the NJHA having relations therewith, may make complaint or be complained against, and such complaint shall be heard and determined and suspensions and sanctions may be imposed and appeals prosecuted and determined in all respects as nearly as may be in cases of members. Without limiting the generality of the foregoing and subject to the same procedures and appeals as provided in the case of a member, the Board of Directors may bar such non-member from participating in any activity of the NJHA.

**ARTICLE XIV**  
**Custodians and Depositaries**

**Section 1- Custodian of Securities.** The Board of Directors may from time to time appoint one or more banks or trust companies doing business in Kansas City, Missouri, to act for a reasonable compensation as a custodian for any monies or securities owned by the NJHA, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove such custodian at any time.

**Section 2- Depositaries and Checks.** The moneys of the NJHA shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board of Directors may designate, and shall be drawn out by checks signed in such manner as may be provided by resolution or resolutions adopted by the Board of Directors.

**Section 3- Bond.** Any officer or employee handling money or securities of the NJHA may be bonded at the NJHA's expense in such amount as may be determined by the Board of Directors.

**ARTICLE XV**  
**Fiscal Year and Audit**

The fiscal year of the NJHA shall close on August 31 of each year. It is the discretion of the Board of Directors prior to each annual meeting of the members of the NJHA to decide whether to appoint a competent certified public accountant who is not a member, officer, director, or employee of the NJHA, nor related to any of its members, to examine and audit all the books, records, checks, vouchers, and accounts of the NJHA. Such accountant shall make a written report thereof to the Board of Directors, which said report shall be submitted to the NJHA at its annual meeting and to the American Hereford

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Association. Such accountant shall receive a reasonable compensation for such services to be fixed by the Board of Directors and paid by the NJHA.

## **ARTICLE XVI Amendments**

These Bylaws may be amended, altered, or repealed by the Board of Directors, pending approval by the American Hereford Association Board of Directors; provided, however, that any amendment to (i) Article IV, Section 6, (ii) Article V, Section 1, (iii) Article V, Section 6, (iv) Article VI, Section 4, (v) Article VII, Section 1(c), and (vi) this Article XVI, shall require the affirmative votes of a majority of the votes cast by Members at a duly convened meeting of members at which a quorum is present. For purposes of the proviso to the immediately preceding sentence, each Member shall be entitled to one vote and no more.

## **ARTICLE XVII Bylaws and Rules Binding**

These Bylaws and all rules relating to the NJHA, together with all amendments thereto and modifications thereof, shall be binding upon all members of the NJHA. All fees, fines, and penalties imposed pursuant to these Bylaws and said rules shall be deemed an indebtedness duly incurred pursuant to contract between the members of the NJHA, or in the case of non-members, between the NJHA and all such non-members.

## **ARTICLE XVIII Gender**

Masculine pronouns used in these Bylaws shall be construed to include feminine and neuter pronouns, and words in the singular shall include the plural, unless the context otherwise requires.

### **Part 2**

#### **Membership Junior Membership**

Junior membership in the NJHA is available to anyone under 22 years of age. The fee for junior membership is \$15 per year. The membership may continue until the holder reaches 22 years of age. At that time they must acquire a senior (life or recording) membership.

Junior members have privileges of membership including member fees for registering and transferring Hereford cattle.

#### **It Pays to be an NJHA Member**

Breeders of purebred cattle are truly making an investment in becoming seedstock producers for the beef cattle industry. As such, it is very important cattle breeders in this

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segment of the industry identify closely with their breed’s junior association to help shape the direction of their breed and to be aware of current developments.

The obvious immediate reason for membership is to receive membership fees (generally non-members pay twice the fee members pay). Members receive many other services non-members do not in addition to be able to vote on vital breed and industry issues. If you are not already a member of the NJHA, contact the NJHA office for an application as soon as possible.

**NJHA Director Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Parent Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

*\*\*\*NJHA Directors please read each page of the bylaws and initial each of the individual pages.*