

BELOW IS THE TEXT OF THE BYLAWS CHANGES REQUEST SENT OUT BY THE TWA BOARD OF DIRECTORS FOR VOTING UPON BY THE TWA MEMBERS. I USED "TRACK CHANGES" TO IDENTIFY THE TEXT MODIFICATIONS TO MAKE IT EASIER TO SEE THE CHANGES TO EACH BYLAWS ITEM. MY COMMENTS ARE IN PURPLE COLOR ALL-CAPS FONT.

#### Article 2 - PURPOSE OF THE ASSOCIATION

The current Bylaw regarding purpose of the Texas Wagyu Association Article 2, Item 2.01 reads as follows:

**The purpose and business of the association is to promote and assist in the sustainable development of the Wagyu breed ~~in conjunction with the American Wagyu Association.~~**

Recommended Change to the current Bylaws regarding purpose of the Texas Wagyu Association Article 2, Item 2.01 reads as follows:

**The purpose and business of the association is to promote and assist in the sustainable development of the Wagyu breed.**

THIS CHANGE REMOVES THE LINKAGE BETWEEN THE TEXAS WAGYU ASSOCIATION AND THE AMERICAN WAGYU ASSOCIATION IN TERMS OF THE ORGANIZATION'S "PURPOSE". IN MY OPINION, THIS DOES NOT REALLY CREATE ANY CHANGE TO THE ORGANIZATION. IF THERE HAD BEEN AN INTENT BY THE TWA BOARD OF DIRECTORS TO TRULY DISCONNECT THE TWA FROM THE AMWA, SUCH WOULD REQUIRE A CHANGE TO BYLAWS ITEM 6.02, WHICH REQUIRES THAT MEMBERS OF THE TWA ALSO BE MEMBERS IN GOOD STANDING WITH THE AMWA AND NO SUCH CHANGE IS BEING REQUESTED.

#### Article 6 - MEMBERSHIP

The current Bylaw regarding membership of the Texas Wagyu Association Article 6, Item 6.01 reads as follows:

**Texas Wagyu Association shall have Active Members and Associate Members. The following provisions shall govern the rights, privileges, duties, benefits and classification of members.**

Recommended Change to the current Bylaws regarding membership of the Texas Wagyu Association Article 6, Item 6.01 reads as follows:

**Texas Wagyu Association shall have Active Members, Associate Members, and Junior Members. The following provisions shall govern the rights, privileges, duties, benefits and classification of members.**

THIS CHANGE ADDS THE JUNIOR MEMBER CLASSIFICATION.

The current Bylaw regarding membership of the Texas Wagyu Association Article 6, Item 6.04 reads as follows:

**Associate Members shall be ~~elected~~approved by the Board of Directors and shall be reputable individuals, corporations or firms who do not own Wagyu cattle but are interested in the breeding and raising of Wagyu cattle. Associate Members shall be entitled to those services granted by the Board of Directors.**

Recommended Change to the current Bylaws regarding membership of the Texas Wagyu Association Article 6, Item 6.04 reads as follows:

**Associate Members shall be approved by the Board of Directors and shall be reputable individuals, corporations or firms who do not own Wagyu cattle but are interested in the breeding and raising of Wagyu cattle. Associate Members shall be entitled to those services granted by the Board of Directors.**

THIS CHANGE IS SIMPLY USE THE WORD "APPROVED" RATHER THAN "ELECTED" TO DESCRIBE THE BOARD OF DIRECTORS INVOLVEMENT IN ASSOCIATION MEMBERS BECOMING MEMBERS. "APPROVE" IS WHAT HAS ALWAYS ACTUALLY BEEN DONE, AS THE BOARD OF DIRECTORS DOES NOT "ELECT" ASSOCIATION MEMBERS, AND THE USE OF THE WORD "ELECT" IS NOT THE PROPER WORD TO DESCRIBE WHAT IS OCCURING.

The current Bylaw regarding membership of the Texas Wagyu Association Article 6, Item 6.05 reads as follows:

**By the action of the voting membership at the Annual General Membership meeting, Honorary Membership may be conferred upon individuals who have made outstanding contributions to the Wagyu breed of cattle. Honorary Members shall be entitled to those services granted by the Board of Directors.**

THIS CONTENT IS SIMPLY MOVING FROM SECTION 6.05 TO SECTION 6.06 (SIMPLE SECTION RENUMBERING WITH NO CHANGES TO THE CONTENT)

In order to define the JUNIOR MEMBER classification, Recommended Change to the current Bylaws regarding membership of the Texas Wagyu Association Article 6, Item 6.05 reads as follows:

**Junior Members must be under Twenty One (21) years of age, and be a member in good standing or have a parent who is a member in good standing of the Texas Wagyu Association. Membership is acceptable through the calendar year of the individual's 20th birthday. Junior Members shall be entitled to those services granted by the Board of Directors.**

THIS CHANGE IS SIMPLY TO ADD THE TEXT ABOVE IN ORDER TO ADD THE JUNIOR MEMBER MEMBERSHIP CLASSIFICATION.

Due to the change in Article 6, Item 6.05, former item 6.05 will become item 6.06, and former item 6.06 will become item 6.07 without any changes.

Former item 6.05 reads as follows:

**By the action of the voting membership at the Annual General Membership meeting, Honorary Membership may be conferred upon individuals who have made outstanding contributions to the Wagyu breed of cattle. Honorary Members shall be entitled to those services granted by the Board of Directors.**

NOT SURE WHY THIS IS INCLUDED IN THE BYLAWS AMENDMENT, AS THERE IS NO CHANGE BEING MADE TO ITEM 6.06. LIKELY INCLUDED SIMPLY BECAUSE OF THE RENUMBERING OF THE CONTENT FORMERLY INCLUDED IN 6.05 AND 6.06. THE APPROVAL COULD HAVE BEEN SIMPLY TO APPROVE ANY REQUIRED RENUMBERING OF SECTIONS OF THE BYLAWS TO ACCOMPLISH THE CHANGES THAT ARE APPROVED.

Former item 6.06 reads as follows:

**A member's resignation becomes effective upon receipt of a written notice or non-payment of annual dues.**

NOT SURE WHY THIS IS INCLUDED IN THE BYLAWS AMENDMENT, AS THERE IS NO CHANGE BEING MADE TO ITEM 6.06. LIKELY INCLUDED SIMPLY BECAUSE OF THE RENUMBERING OF THE CONTENT FORMERLY INCLUDED IN 6.05 AND 6.06. THE APPROVAL COULD HAVE BEEN SIMPLY TO APPROVE ANY REQUIRED RENUMBERING OF SECTIONS OF THE BYLAWS TO ACCOMPLISH THE CHANGES THAT ARE APPROVED.