

**BYLAWS OF THE  
TEXAS WAGYU ASSOCIATION**

**As amended, effective April 10, 2013**

**ARTICLE ONE – NON-PROFIT STATUS**

**1.01** The Texas Wagyu Association is a non-profit organization as defined by the United States Internal Revenue Code and Texas statute and no stock shall be issued and no member shall receive any profit or anything of pecuniary value for his membership.

**ARTICLE TWO – PURPOSE OF ASSOCIATION**

**2.01** 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.

**ARTICLE THREE – ASSOCIATION MEMBERSHIP MEETINGS**

**3.01** Members shall meet in an Annual General Membership meeting on a date and at a place to be fixed by the Board of Directors to conduct all business of the Association. The Annual General Membership meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between Annual General Membership meetings. Written notice of the Annual General Membership meeting shall be delivered to members not less than thirty (30) days prior to the date of such meeting. Written notice shall be by mail to the member's address as it appears in the records of the Association, or by sending a fax or email communication in a timely manner.

**3.02** The Board of Directors may call the Members to a Special Meeting on a date and at a place to be fixed by the Board of Directors. The Special Business shall be identified in the notice to the membership and no other business shall be transacted at the Special Meeting. The Board shall give members at least fifteen (15) days written notice prior to the Special Meeting. Written notice shall be by mail to the member's address as it appears in the records of the Association or by sending a fax or email communication in a timely manner.

**3.03** The Secretary of the Association shall be responsible for recording the minutes of each membership meeting. Minutes of each membership meeting shall be permanently filed in the records of the Association. A copy of the minutes of any meeting shall be posted to the TWA website and furnished to any member by request.

**3.04** Only Active members in good standing and whose memberships are current as determined by the Board of Directors are entitled to vote at any Association Membership meeting.

**3.05** Proxies may be given to vote on the behalf of any member at any membership meeting. Proxies shall be in writing in a form approved by the Board of Directors. All proxies shall be filed with the Secretary prior to the meeting and be effective for the designated meeting only. The Secretary prior to any meeting shall furnish a list of the proxy holders and the member it represents to the President. Proxies must be submitted to the Secretary by 12:00 PM (noon) on the first day of the Annual Meeting and Secretary will verify that persons giving proxies and proxy holders are members in good standing with dues and bills paid.

**3.06** A quorum for any membership meeting shall be the Active members in good standing present at the meeting either in person or by proxy.

**3.07** A partnership, corporation, firm, or association having a membership in its name, shall designate prior to any membership meeting an individual who is to vote such membership by notifying the Secretary in writing prior to such meeting. A partnership, corporation, firm, or association having a membership in its name may designate a proxy voter according to the rules in 3.05.

**3.08** Standard parliamentary procedure and the latest edition of Robert's Rules of Order shall be followed at all membership meetings.

**3.09** The order of business at the annual membership meeting shall be as follows:

1. Call to Order
2. Reading of the Notice of Call, including all pending By-Law amendments
3. Reading of the Minutes of the preceding annual membership meeting (unless waived and approved as mailed to membership)
4. Report of the President
5. Report of the Secretary/Treasurer
6. Old business
7. Election of expired Directors positions
8. Unfinished Business
9. New business and Committee Reports
10. Adjournment

#### **ARTICLE FOUR – DIRECTORS**

**4.01** "Directors" or "Board", when used in relation to any power or duty requiring collective action, means "Board of Directors."

**4.02** The Board of Directors shall be the governing body of the Association and be composed of members in good standing elected by the voting membership at the Annual General Membership meeting to serve for a term of three (3) years. Directors shall be limited to two consecutive terms of service.

**4.03** The President, Vice-President and Secretary/Treasurer shall be members of the Board of Directors.

**4.05** A total of eight (8) members including the President, Vice-President and Secretary/Treasurer shall constitute the Board of Directors.

**4.06** At each Annual General Membership meeting, Directors shall be elected to replace those Directors whose terms expire at the end of the fiscal year. In the event of a vacancy on the Board, the Directors shall fill that vacancy by majority vote at the next meeting of Directors. Any such appointed Director shall serve until the end

of that fiscal year whereupon a successor shall be elected for the balance of the original term by a majority of the voting membership.

**4.07** Minutes of the Board Meetings shall be kept by the Secretary and shall be permanently filed in the records of the Association. A copy of the minutes of any Board meeting shall be provided to each director within twenty (20) days following the Board meeting.

**4.08** A regular meeting of the Board shall be held each year in conjunction with and at the same time and place as the Annual General Membership meeting. Notice of the Membership meeting shall contain notice of the Board meeting. In addition, the Board shall meet at least one additional time and place selected by a majority of the Directors which meeting shall occur no later than six (6) months following the Annual General Membership meeting.

**4.09** The President, or any three (3) Directors, upon fifteen (15) days written or emailed notice to the Directors, may call special meetings of the Board of Directors. A majority of the Directors shall constitute a quorum for the transaction of any Association business. When a quorum is not present in person at any director's meeting, any proposed business or action may be approved by a majority of those present and adopted by securing within fifteen (15) days, written or emailed approval by a majority of those Directors not present at the meeting.

**4.10** Directors may participate in and hold meetings by conference call or other means during which all participants can communicate with each other. Such meetings may be called with 72 hour written notice or by email to the Directors and are subject to the other provisions for notice required by these By-Laws. Participation in the meeting shall constitute in-person presence at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**4.11** Standard parliamentary procedure and the latest edition of Robert's Rules of Order shall be followed at all Board meetings.

**4.12** The Board of Directors shall have the power from time to time to select one or more banks to act as depositories of the funds of the Association, to determine the manner of receiving, depositing, and disbursing the funds of the Association, the form of checks to be used, and the person or persons who shall be authorized to sign such checks.

**4.13** The Board of Directors shall have the power to employ or to authorize the employment of an Executive Director and such other officers and employees as may be deemed necessary, to prescribe the duties thereof, to fix their compensation and to evaluate their performance.

**4.14** Directors of the Association may be removed from office at any time with or without cause, at the Annual General Membership meeting at which a quorum is present by the vote of the majority of the members who are present in person or by proxy and who are entitled to vote. The remaining Directors may fill a vacancy in the Board resulting from that action or death or resignation of a member.

**4.15** The Directors may have or establish one or more offices of the Association and keep the books and records of the Association, except as otherwise provided by statute, in such place or places in the State of Texas as the Board of Directors may from time to time determine.

**4.16** A Director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action, unless:

1. Such Director's dissent shall be recorded at the time of voting and entered into the minutes of the meeting before adjournment.
2. Such Director shall forward such dissent by registered mail to the Secretary of the Association within forty (40) days after the adjournment of the meeting.

Such right of dissent shall not apply to a director who voted in favor of such action.

**4.17** No Director or Officer or member of any committee shall be liable for acts if executed under any present or future provision or of the Texas Business Corporation Act. In addition, to the fullest extent now or hereafter permitted by the Texas Business Corporation Act, each Officer or Director or Member of the Executive Committee shall, in the discharge of any duty imposed or power conferred upon him by the Association, be fully protected if, in the exercise of provisions of ordinary care, such Officer, Director, or Member acted in good faith and in reliance upon the written opinion of any attorney of the Association, the books of account or reports made to the Association by any of its Officials or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or by such Committee, or in reliance upon other records of the Association.

**4.18** The Texas Wagyu Association shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Texas Wagyu Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Texas Wagyu Association or who is or was serving a the at the request of the Texas Wagyu Association as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

**4.19** The Board shall have the exclusive power and Authority to sanction, suspend and/or terminate any member of the Association upon majority vote of the Directors at any Board meeting.

**4.20** The Board shall have the exclusive power and authority to reinstate any member of the Association upon majority vote of the Directors at any Board meeting.

## **ARTICLE FIVE – OFFICERS**

**5.01** Principal Officers. The Board of Directors shall choose the officers of the Association. The officers shall be President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board may from time to time determine or elect.

**5.02** Terms of Officers. Except for the Executive Director, who shall hold office not by election but by virtue of his or her employment relationship with the Association, officers shall be elected to one-year terms and shall hold office at the pleasure of the Board and until their respective successors shall have been elected or until death or until resignation or removal in the manner hereinafter provided.

**5.03** Removal. Any Officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not by itself create contract rights.

**5.04 Vacancies.** A vacancy in the office of any Officer may be filled by the vote of a majority of the Board of Directors then in office for the unexpired portion of the term.

**5.05 Power and Duties of Officers.** The Officers as chosen by the Board of Directors shall perform the duties and exercise the powers expressly conferred or provided for in these By-Laws, as well as the usual duties and powers incident to such office and such other duties and powers as may be assigned to them from time to time by the Board of Directors or by the President.

**5.06 The President.** The President-elect, who is elected by the Board of Directors, shall be chosen from the incoming Board of Directors. The President-elect may be the current President or any elected director who has served at least one full year, thus maintaining continuity within the Association. The President, subject to the control of the Board of Directors, shall:

1. Serve as chief executive officer of the Association and Chair of the Board;
2. Have general executive charge, management, and control of the affairs, properties, and operations of the Association in the ordinary course of business, with all such duties, powers and authority with respect to such affairs, responsibilities and operations as may be reasonably incident to such responsibilities;
3. Preside at all meetings of the Association and Board;
4. Call and set the agenda for all Board meetings;
5. Receive reports from the Vice President and the Secretary/Treasurer;
6. Analyze and make reports on the annual health of the Association. A past President may be elected providing that at least two years have elapsed since the last term of his/her presidency.

**5.07 Vice-President.** The Vice-President shall:

1. Serve as chair of the Nominating Committee and implement policies developed by the Board of Directors for the recruitment of Board members and work with members who wish to be candidates for election to the Board of Directors;
2. Be responsible for the exchange of information between the membership and the Board of Directors;
3. Assist in the implementation of such programs and policies adopted by the Board of Directors;
4. Report to the President the needs of the Association and progress of implementing the programs and policies of the Association;
5. Assure the by-laws are followed when policies and programs are proposed. In the absence or disability of the President, the Vice President (or, if there be more than one, the Vice Presidents, in the order of their election) shall have the powers and perform the duties of the President.

**5.08 Secretary/Treasurer.** The office of Secretary/ Treasurer shall be vested in one person unless provided otherwise by the Board of Directors. The Secretary/Treasurer shall have custody of all the funds and securities of the Association. When necessary or proper, the Treasurer may endorse on behalf of the Association, for collection, checks. Notes and other obligations and shall deposit the same to the credit of the Association in

such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors.

**5.09** The Treasurer's duties shall include:

1. Signing all receipts and vouchers for payments made to the Association, either alone or jointly with such officer as may be designated by the Board of Directors;
2. Whenever required by the Board of Directors, render a statement of the cash account;
3. Will render consistently all financial information to the Board of Directors and membership;
4. Shall enter or cause to be entered, punctually and regularly, on the books of the Association to be kept by the Treasurer or under the Treasurer's supervision or director for that purpose, full and accurate accounts of all money received and paid out by, for, or on account of the Association;
5. Shall at any reasonable time exhibit such books and accounts and other financial records to any Board Director;
6. Shall insure the Association is properly registered in the appropriate states to conduct business;
7. Be responsible or oversee the filing of tax returns and other financial reports;
8. Establish a yearly budget and financial plan for the Association;
9. Perform all acts incident to the position of Treasurer subject always to the control of the Board of Directors.

**5.10** The Secretary's duties shall include:

1. Keeping the minutes of all meetings of the Board of Directors and the minutes of all meetings of the membership, in books provided for that purpose;
2. Attending to the giving and servicing of all notices;
3. Signing, when appropriate, with the President or Vice-President in the name of the Association and/or attesting to the signature of all contracts, conveyances, transfers, assignments, encumbrances, authorizations, and other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Association.

**ARTICLE SIX – MEMBERSHIP**

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

**6.02** Active Members shall be those individuals, corporations or firms who are current in payment of the Texas Wagyu Association annual dues and are members in good standing of the American Wagyu Association.

**6.03** Only Active Members in good standing shall be entitled to vote, serve as Directors, or hold office.

**6.04** Associate Members shall be elected 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.

**6.05** 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.

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

#### **ARTICLE SEVEN – AMENDMENT OF BY-LAWS**

**7.01** By a majority vote of the Board of Directors, recommendations for amendments or alterations to these By-Laws will be presented to the membership prior to the Annual General Membership meeting and included on the written agenda. The Amendments or alterations or changes to the By-Laws will be approved and adopted by a majority vote of the members present at the Annual Membership Meeting either in person or by proxy. Notice of the proposed amendments shall be given in writing to the membership at least thirty (30) days prior to the Annual General Meeting.

#### **ARTICLE EIGHT – FISCAL YEAR**

**8.01.** The fiscal year of the association shall be June 1st to May 31st.

#### **ARTICLE NINE – DISSOLUTION OF ASSOCIATION**

**9.01** The Association may be dissolved and its assets liquidated upon a two-thirds (2/3) majority vote of the membership at any Annual General Membership meeting. The Directors in office at the time of dissolution shall act as trustees for the benefit of all members and Association assets. After liquidation of all assets, the Directors shall cause any net proceeds to be distributed in pursuance of the objects and purposes of this Association to pay such net proceeds over to a charitable or non-profit organization carrying on functions in the United States most similar to the objects and purposes of this Association and for which this Association was organized and created.

*Approved by the Texas Wagyu Association membership and effective this 10th day of April 2013.*

*By: Bubba Kay, President*