

NEW ENGLAND HEREFORD ASSOCIATION
Bylaws of New England Hereford Association
A Non Profit Corporation



**These bylaws are to protect the purity and integrity of
the Hereford cattle breed**

Tablet of Contents

Article 1. Name	5
Article 2. Purpose	5
Article 3. Agreement Association	5
Article 4. Members	6
Classification of Members.....	6
Section 1. Designation.....	6
Section 2. Voting Rights.....	6
Section 3. Interest in Property.....	6
Section 4. Termination of Membership.....	6
Section 5. Resignation.....	6
Section 6. Reinstatement.....	7
Section 7. Transfer of Membership.....	7
Article 5. Fiscal Year	7
Article 6. Officers	
Section 1. Officers.....	7
Section 2. Election.....	7
Section 3. Removal.....	7
Section 4. Compensation.....	7
Section 5. Bonds.....	7
Section 6. President.....	8
Section 7. Vice President.....	8
Section 8. Secretary.....	8
Section 9. Treasurer.....	8
Section 10. Election and Eligibility of Officers.....	8
Section 11. Absences.....	8
Section 12. Vacancies.....	8
Section 13. Resignations.....	8
Article 7. Powers and Duties of Officers	
Section 1. Power of Officers.....	9
Section 2. President.....	9
Section 3. Vice President.....	9
Section 4. Treasurer.....	9
Section 5. Recording Secretary.....	9
Article 8. Executive Secretary	
Section 1. Executive Secretary.....	10
Article 9. Directors	
Section 1. Responsibilities.....	10

Article 10. Powers of Directors	
Section 1. Powers.....	10
Section 2. Resident Agent.....	11
Section 3. Number and Tenure	11
Section 4. Regular Meetings.....	11
Section 5. Special Meetings.....	11
Section 6. Notice.....	11
Section 7. Quorum.....	12
Section 8. Waiver of Notice.....	12
Section 9. Actions.....	12
Section 10. Specific Powers of Directors.....	12
Article 11 Committees	
Section 1. Committees of Directors.....	13
Section 2. Bylaw Committee.....	13
Section 3. Nominating Committee.....	14
Section 4. Other Committees.....	14
Section 5. Term of Office.....	14
Section 6. Chairman.....	14
Section 7. Vacancies.....	14
Section 8. Quorum.....	14
Section 9. Rules.....	14
Article 12. Contracts, Checks and Funds	
Section 1. Funds.....	14
Section 2. Contracts.....	14
Section 3. Deposits.....	15
Section 4. Gifts.....	15
Section 5. Liability.....	15
Article 13. Execution of Instruments, Office and Seal	
Section 1. Sealed Instruments.....	15
Section 2. Instruments Not Under Seal.....	15
Section 3. Powers of the Board of Directors in Regard to the Execution of Instruments.....	15
Section 4. Office.....	16
Article 14. Members Meetings	
Section 1. Members Meetings.....	16
Section 2. Annual Meeting.....	16
Section 3. Special Meeting.....	16
Section 4. Validity of Meetings.....	16
Section 5. Quorum.....	17
Section 6. Votes.....	17
Article 15. Directors Meetings	
Section 1. Directors Meetings.....	17
Section 2. Special Meeting.....	17
Section 3. Notice of Meetings.....	17
Section 4. Quorum.....	17
Section 5. Secretary.....	17

Section 6. Voting.....	17
Section 7. Further Provisions as to Meetings.....	17
Section 8. Meeting without Notice.....	18
Article 16. Inspection of Books	
Section 1. Inspection of Books.....	18
Article 17. Indemnification	
Section 1. Indemnification.....	18
Article 18. Dues	
Section 1. Membership.....	19
Section 2. Change in Dues.....	19
Section 3. Payment of Dues.....	19
Section 4. Other Obligations.....	20
Section 5. Default and Termination of Membership.....	20
Article 19. Amendments	
Section 1. Amendments.....	20
Article 20. Removal of Directors and Officers	
Section 1. Removal of Directors and Officers.....	20
Article 21. Expulsion and Discipline	
Section 1. Expulsion and Discipline.....	20
Article 22. Duration of Association	
Section 1. Duration of Association.....	22

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AGREEMENT OF ASSOCIATION

ARTICLE 1. Name and Purposes: The name, location of the principal office, purpose and duration of the corporation shall be as set forth in the agreement of association, and these by-laws, the powers of the corporation and of its directors and members and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto, if any, as set forth in the agreement of associations, which is hereby made a part of these by-laws.

ARTICLE 2. Agreement of Association: The New England Hereford Association, incorporation in the Commonwealth of Massachusetts, intends to conduct its business in conformity with of the Internal Revenue Code and any provisions inconsistent with that purpose are to have no force and effect.

The New England Hereford Association, Inc. is an agricultural and educational organization and specifically, Hereford cattle breed association. It has no net earnings inuring to the benefit of any members.

The objectives of the New England Hereford Association, Inc. are:

1. The betterment of conditions for Hereford cattle breeders.
2. The improvement of the Hereford cattle breed.
3. The development of a higher degree of efficiency in the breeding and raising of Hereford cattle.
4. To educate the members and junior members to enhance the Hereford breed.
5. To support the New England Junior Hereford Association.

To accomplish these objectives, this association will:

1. Periodically prepare and mail to members a directory of Hereford breeders when possible.
2. Prepare and mail to members a quarterly newsletter when possible.
3. Sponsor a spring Hereford cattle show and sale when possible.
4. Sponsor a fall Hereford calf sale when possible.
5. Support Hereford cattle shows when possible.
6. Support Junior Hereford cattle shows when possible.
7. Support The New England Junior Association and various other educational institutions engaged in Hereford cattle research and development when possible.
8. Sponsor field days for association members when feasible when possible.
9. Support the web site: www.newenglandhereford.org.

ARTICLE 3. Members: Membership in the Hereford Association is open to anyone interested in Hereford cattle.

Classes of Members: The Corporation shall have four classes of members.

SECTION 1. Classes of Members: Designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

1. REGULAR MEMBERS: Any person of good character engaged in the breeding of Hereford cattle may apply for regular membership in the Association by filing with the Treasurer written or printed application in such form as the Directors shall prescribe, together with the membership dues for the current year. The acceptance of members shall be subject to the approval of the Board of Directors, and all memberships shall be subject to these By-Laws.
2. JUNIOR MEMBERS: Junior memberships are available in the New England Junior Hereford Association to persons under the age of 21 interested in the breeding of Hereford cattle.
3. HONORARY MEMBERS: Honorary members shall consist of such distinguished persons as the Board of Directors may, at its discretion, elect as such.
4. ASSOCIATE MEMBERS. Individuals 18 years of age or older, partnership, firms or companies may, upon application and acceptance of the Board of Directors, and upon payment of the prescribed membership fee, become Associate Members not entitled to vote, and not entitled to hold office in the Corporation.

SECTION 2. Voting Rights: Each **regular** membership shall be entitled to one vote on each matter subjected to a vote of the members.

SECTION 3. Interest in Property: In the event of dissolution of the Association, only regular members in good standing at the time thereof shall have an interest in the property owned by the association.

SECTION 4. Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in these By-Laws.

SECTION 5. Resignation: Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 6. Reinstatement: Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. Transfer of Membership: Membership in this corporation is not transferable or assignable.

ARTICLE 5. Fiscal Year

SECTION 1. Fiscal Year: The fiscal year of the corporation shall be January first to December thirty-first.

ARTICLE 6. Officers

SECTION 1. Officers: The officers of the corporation shall be a President, Vice President, Secretary and Treasurer who shall serve as the executive committee, along with the immediate past president. The President shall chair the executive committee. No person may hold more than one office.

SECTION 2. Election: The officers of the corporation shall be elected from the board of directors or the membership and shall hold office until they are elected and qualify. Officers shall have the same voting powers and accountability as a director.

SECTION 3. Removal: All officers and agents of the corporation may be removed at any time with cause with the affirmative vote of a majority of the board of directors. Prior to vote of removal, the charged party must be notified via certified mail of alleged charges and afforded 10 days to respond in writing to the board. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Compensation: The compensation of all officers or agents of the corporation shall be fixed by the board of directors and no officers shall serve the corporation in any other capacity and receive compensation therefore unless such additional compensation be authorized by the board of directors.

SECTION 5. Bonds: The board of directors may by resolution require any and all officers, agents and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performances of the duties of their respective offices and positions, and to comply with such other conditions as may from time to time be required by the board of directors. Any necessary bonds will be financed by the corporation.

SECTION 6. President: The President shall preside at all meetings of the directors, unless someone else is elected by the board to take his/her place as such chairman. The president shall have full power to carryout any and all regulations of the board and shall supervise and control the management of the corporation in accordance with these by-laws. The President shall sign or Countersign (save herein otherwise provided) all certificates, contracts and other statements. The President must present an annual report at the annual meeting to the board of directors and members present, and shall perform all such other duties as are incident to this office or properly required of him/her by these by-laws or by the board of directors.

SECTION 7. Vice President: The Vice President, in the absence or disability of the President or Secretary or Treasurer, may execute the powers and perform the duties of either of the aforesaid officers.

SECTION 8. Recording Secretary: The Secretary shall keep an accurate record of the acts and proceedings of all meetings of members and directors. He/She shall give all notices required by law and by these by-laws. He/She shall have charge of the seal and books of the corporation and shall make such reports and perform such other duties as are incident to his office or are properly required of him/her by these by-laws or by the board of directors.

SECTION 9. Treasurer: The Treasurer shall keep all financial documents, savings and certificates of deposit belonging to the corporation, and disburse the same under the direction of the board of directors. He/She shall keep an accurate account of the finances of the company in books especially provided for that purpose. Such books and records shall at all times be open for inspection and examination by the directors and any members of the corporation.

SECTION 10. Election and Eligibility of Officers: The Directors, President, Vice President, Treasurer and Recording Secretary shall be elected at the annual meeting of the members when their terms expire.

SECTION 11. Absences: In case of any temporary absence of any officer, the directors may appoint a person to perform the duties of such office during his/her absence.

SECTION 12. Vacancies: In the event that any office shall become vacant, for any cause, prior to the annual meeting of members, such vacancy shall be filled by the board of directors. Each such successor may hold office for the remainder of the term of the person whom he/she has succeeded and until his/her successor is elected.

SECTION 13. Resignations: Resignations of directors or officers shall be in writing. Resignations of directors shall take effect at the time specified and, unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective. The resignations of officers shall take effect upon acceptance of the members.

ARTICLE 7. Powers and Duties of Officers

SECTION 1. Power of Officers: Each office shall have, in addition to the duties and powers provided by these by-laws, such duties and powers as the board of directors shall from time to time designate.

SECTION 2. The President: The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall have general charge and management of the business, affairs, and property of the corporation. He/she shall preside at all meetings of the board of directors. The President, with the consent of the board of directors, shall name such additional officers as may be necessary to carry on the business of the corporation.

He/she shall submit to the members and to the board of directors, at their respective annual meetings, a current report of the operations of the corporation and a statement of its affairs. He/she shall report to the board of directors on all matters within his/her knowledge that the intent of the corporation may require to be brought to its notice. He/she shall do and perform such other or additional acts and duties as may be directed by the members or by the board of directors.

SECTION 3. Vice President: The Vice President shall preside at meetings of the members whenever the President is absent. The Vice President shall perform such other or additional duties as may be directed by the board of directors.

SECTION 4. Treasurer: The Treasurer shall subject to such regulations as the board of directors may from time to time adopt, have supervision over the financial concern of the corporation, and shall have the care and custody of the monies, funds, receipts, disbursements, securities, and valuable papers or documents of the corporation, except for his/her own bond, if any, and except as herein otherwise provided.

He/she shall, or such person or persons as he/she in writing may from time to time designate, have power to endorse for deposit or collection all notes, checks, drafts, etc. payable to the corporation in and with such depositories as the board of directors shall have from time to time determined, and to accept drafts on behalf of the corporation. He/she shall keep, or cause to be kept, accurate books of account relating to the monies and financial affairs of the corporation, which shall always be open to the inspection of the board of directors during usual business hours and shall render an account of the financial condition of the corporation and of all his/her transactions as treasurer to the President or the board of directors whenever required, and shall make and submit a like report of the last fiscal year at the annual meeting of members. He/she shall have the custody of the certificates and transfer books of the corporation. The Treasurer may be required to give bond for the faithful performance of his/her duties in such sum and with such sureties as the board of directors prescribed.

SECTION 5. Recording Secretary: The Recording Secretary shall keep the records of all meetings of the board of directors and of the membership meetings. A copy of these

records shall be distributed to the entire board of directors and officers and a copy will be kept at the principal office.

ARTICLE 8. . Executive Secretary

SECTION 1. Executive Secretary: The Executive Secretary will normally have physical custody of the operating funds of the corporation and keep the financial books of the association. He/she shall have power to endorse for deposit or collection all notes, checks, drafts, etc. payable to the corporation in and with such depositories as the board of directors shall have from time to time determined, and to accept drafts on behalf of the corporation. The Executive Secretary shall be sworn each year to the faithful discharge of the duties and a record of the oath with the evidence thereon shall be made by him/her upon the records of the corporation. He/She shall be in charge and run the New England Hereford Annual Spring Sale held in May of each year. The Executive Secretary should be responsible for the logistics and arrangements of the Annual Meeting at the discretion of the Board of Directors. The Executive Secretary is appointed by the Board of Directors and maybe compensated for his/her services at a rate determined by the board of directors.

ARTICLE 9. Directors

SECTION 1. Responsibilities: The management of the affairs, property and interest of the corporation shall be vested in a board of directors who shall be elected (except as herein otherwise provided for the filling of a vacancy) by the members at their annual meeting. Two directors from each New England state shall be elected when feasible. The directors shall hold office for a term of two years. The terms of the two directors in each state shall begin in alternate years. Directors shall be regular members of the Association.

The Board of Directors shall consist of:

- (a) Twelve (12) duly elected from the regular association membership two from each state.

ARTICLE 10. Powers of Directors

SECTION 1. Powers: The board of directors may exercise all the powers of the corporation except such as are reserved to the members by law, the agreement of association and by these by-laws. The board of directors shall have the entire management and control of the property, business and affairs of the corporation itself, so far as this delegation of authority is not inconsistent with law. Directors shall be regular members of the Association.

Without limiting the foregoing, it is provided that, subject to the agreement of association and by-laws, the board of directors shall have the power to fix and alter the powers, duties and compensation of the several and agents of the corporation; shall have the power to require the giving of sponsor bond to the corporation in the amount or

amounts with surety or sureties satisfactory to the board for the faithful performance of his/hers or their duties by any such additional officer or officers of the corporation or by any one or more of its employees; shall have the power to create and define the duties hereof; and shall have the power, on behalf of the corporation, to acquire property, dispose of property and enter into contracts and to fix the term of any such acquisition or disposition of property and or any such contracts.

SECTION 2. Resident Agent: A resident agent shall be appointed by the board of directors to serve in such capacity until he/she resigns or the board of directors should decide to appoint a successor. The resident agent shall have a permanent residence in the Commonwealth of Massachusetts. The resident agent shall maintain the principal office of the corporation at his/her residence.

SECTION 3. Number and Tenure: The number of directors shall be twelve (12) during 2006 and thereafter, and until this number be increased or decreased, in accordance with these By-Laws and pursuant to any necessary amendment of the Articles of Incorporation. Each Director shall hold office for two years, or until his successor is elected and qualified, or he is reelected, which ever is later.

SECTION 4. Regular Meetings:

1. The Board of Directors may provide by resolution the time and place, within the New England area, for the holding of additional regular meetings of the Board without other notice than such resolution.
2. There shall be a minimum of three (3) Board of Director's meeting annually.

SECTION 5. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, within the area, as a place for holding any special meeting of the Board called by them.

SECTION 6. Notice:

1. If a special meeting is for the purpose of acting upon arrangements for a show and sale, or sale, or authorizing any transactions therewith, notice shall be given at least twenty-four hours in advance of the meeting date, either in writing, by word of mouth or by email.
2. Notice of any other special meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. Such notice shall state the purpose of the meeting. Only such matters as may be within the scope of the purposes so stated, or incidental thereto may properly come before such meeting for action. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent to the each

director's computer. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 7. Quorum: Six Directors and/or Officers shall constitute a quorum at any of the meetings of the Board of Directors.

SECTION 8. Waiver of Notice: The transactions of any meeting of the Board of Directors, however called and noticed or however held, shall be as valid as though acted upon at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the Association records and made a part of the Minutes of the meeting.

SECTION 9. Actions:

1. The act of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Directors, unless the act of a greater number is required by law or by these By-Laws.
2. **ACTION WITHOUT MEETING**: The Board of Directors may take any action within its powers, without a meeting, if all the members of the Board, individually or collectively, consent in writing to such action. The signed consent or consents shall be filed with the Minutes of the Board. Such unanimous action by written consent shall have the same force and effect as any unanimous vote of the Directors. Any certificate or other document filed and relating to action so taken shall state that the action was taken without a meeting, by unanimous written consent by the Board of Directors, and that the By-Laws authorized the Directors to so act.
3. **VOTE BY PROXY NOT VALID**: Except as provided in paragraph (2) above, votes by writing or by proxy of the directors are not valid.

SECTION 10. Specific Powers of Directors: In addition to the general powers of the Directors described above, the powers and duties of the Directors shall include the following:

1. To select and remove, at pleasure, either with or without cause, all agents and employees of the Association; to prescribe such duties for each of them as may not be inconsistent with these By-Laws; to fix their compensation subject to the provisions of these By-Laws and to require from them security for faithful service.
2. To conduct, manage and control the affairs and business of the Association, and to make rules and regulations therefore not inconsistent with these By-Laws.

3. To change and to fix and to locate from time to time the office of the Association; to adopt and use a corporate seal; and to alter the form of such seal from time to time as in its judgment the Board may deem best.
4. To borrow money and incur indebtedness for purposes of the Association, with or without security.
5. Generally to do and to perform every act or thing whatsoever permitted by law and these By-Laws that may be for the best interest of the Association.

ARTICLE 11. Committees

SECTION 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by law.

SECTION 2. By-law Committee: The Board of Directors of the Corporation is hereby directed to establish a bylaws committee for such purposes as the Board of Directors may designate but providing, in any case, that it shall receive and review all proposed changes to the bylaws made by members on such reasonable terms and conditions as it deems appropriate but including at least the following:

1. The proposed bylaw changes submitted by a member must be presented to the bylaws committee no later than 90 days prior to the meeting at which such change is intended to be considered.
2. The member shall submit not only the proposed change to the bylaws but a statement of reasons explaining why the member desires the proposed change.
3. The proposing member shall work with the committee if requested to rephrase the bylaw change as necessary to make it clear and to state the purpose intended.
4. If there is a question as to the legality of the proposed bylaw change, it shall be submitted to counsel for comments.
5. No later than 45 days prior to the meeting at which the proposed change is to be considered, the committee shall report the bylaw changes to the Board of Directors for submission with the notice of the forthcoming meeting.
6. The members recognize the right of all members to propose changes to the bylaws but also require that such changes be made in a reasonable manner, be lawful, be clear, and be free from ambiguities, and to accomplish such objectives, believe the

foregoing procedures and other procedures deemed appropriate by the Board of Directors or the bylaw committee will assist.

SECTION 3. Nominating Committee: The nominating committee will consist of three members two appointed by the president and one appointed by the Board of Directors serving as chairman. This committee shall present a prepared slate of nominees for each office and/or vacant board position to the membership at the annual meeting.

SECTION 4. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

SECTION 5. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members if the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 6. Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 7. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointment.

SECTION 8. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of a committee.

SECTION 9. Rules: Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Directors.

ARTICLE 12. Contracts, Checks and Funds

SECTION 1. Funds: Funds of the Association shall be withdrawn only on checks signed by the persons designated by the Board of Directors.

SECTION 2. Contracts: The Board of Directors may authorized any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and

on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depository places as the Board of Directors may select.

SECTION 4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

SECTION 5. Liability: No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;

- a. For any breach of the directors duty of loyalty to the corporation or its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- c. For any transaction from which the director derived an improper personal benefit.

ARTICLE 13. Execution of Instruments, Office and Seal

SECTION 1. Sealed Instruments: Sealed Instruments, including such as are recited to be sealed or given under seal, or intended to take effect as a sealed instrument, shall be executed by the treasurer and countersigned by the president. The corporate seal shall consist of a circular die bearing the words:

“New England Hereford Association, Inc.”

SECTION 2. Instruments not Under Seal: Deeds, leases, contracts, assignments and other instruments including notices, drafts and negotiable instruments shall be executed by the treasurer, executive secretary or president or by such persons as they, in writing from time to time, designate. Endorsements upon checks, drafts, notes or other instruments deposited for collection may be made by the treasurer, executive secretary, or president or by any person as they, in writing from time to time, designate.

SECTION 3. Powers of the Board of Directors in Regard to the Execution of Instruments: The board of directors, generally or in particular cases, may authorize or require an instrument or instruments to be executed in some manner other than that prescribed in such cases such instruments shall be executed in accordance with the action of the board of directors.

SECTION 4. Office: The Corporation shall have its principal office in the Commonwealth of Massachusetts, at the Resident Agent's residence, and may have branch offices at such other places or place as the board of directors or members may, from time to time, appoint.

ARTILCE 14. Members Meetings

SECTION 1. Members Meetings: All meetings of members shall be held at the principal office of the corporation, or at such other places as is stated in the call.

SECTION 2. Annual Meetings: The annual meeting of the members shall be held at the principal office of the corporation, or at such other places as may be designated in the notice or waiver of notice of such meeting at the dinner preceding the sale or in the alternative, on the sale day itself within the month of May of each year to elect a board of directors and officers, to hear the report of the treasurer and/or the president, to take action in regard to the employment of an auditor if any be necessary and to transact such other business as may properly come before the meeting. If the annual meeting is not held as above provided, a special meeting to be held as thereafter provided may be held in lieu of the annual meeting and all business transacted or held at the annual meeting.

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

1. Calling meeting to order.
2. Reading of minutes of last previous annual meeting.
3. Unfinished Business
4. Reports of committees.
5. Reports of officers.
6. Miscellaneous business
7. Election of directors.
8. Adjournment
9. Guest Speaker

SECTION 3. Special Meeting: A special meeting of the members shall be called by the secretary whenever ordered by the president or a majority of the directors, or is requested in writing by one-tenth of the members. Notice shall be given as hereinafter provided and shall state the time, place, hour and purpose of the meeting. If the secretary when so ordered or requested fails for more than two days to call such meeting due to death, illness, absence, incapacity, refusal or for any other reason, notices may be sent by the person or persons requesting or ordering the call of such meeting, by giving notice thereof in the manner required when notice is given by the secretary.

SECTION 4. Validity of Members Meetings: When all the members shall be present at any meeting however called or wherever held, or shall assent (by waiver or otherwise) to the holding of the meeting without notice, or after the meeting shall sign a written assent thereto on the record of such meeting, the acts of such meeting shall be fully valid and binding.

SECTION 5. Quorum: At any meeting of the members, fifteen percent of the members shall constitute a quorum, but a lesser interest so present may, by a majority vote, adjourn any meeting from time to time and the meeting may be held as adjourned without further notice, and at any such adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting; a majority of the members entitled to vote shall, except where a larger vote is required by law, the agreement of association or these by-laws, decide any and all business brought before such meeting.

SECTION 6. Votes: A regular member is entitled to one vote.

ARTICLE 15. Directors Meetings

SECTION 1. Regular Meetings of Directors: All regular meetings of the directors, except as otherwise herein provided, shall be held at such place as the board of directors may from time to time determine.

SECTION 2. . Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, within the area, as a place for holding any special meeting of the Board called by them.

SECTION 4. Notice of Meeting: Reasonable notice of any special meeting of the board of directors shall be given to each director by the secretary, or by any officer or director in case of the failure of the secretary to do so within twenty-four (24) hours, due to death, illness, incapacity, refusal or for any other reason. Notice mailed, postage prepaid, to the directors' usual last known place of business or residence seven (7) days before the meeting or sent to him at such place for fax or e-mail or delivered personally not later than forty-eight (48) hours before the meeting shall be sufficient notice in all cases. Any meeting of the board of directors shall be a legal meeting without call or notice by writing (including messages transmitted by fax and e-mail) filed with the record of the meeting.

SECTION 5. Quorum: Six Directors and/or Officers shall constitute a quorum at any of the meetings of the Board of Directors.

SECTION 6. Secretary: The secretary of the corporation shall act as secretary of all meetings of the board.

SECTION 7. Voting: Voting at directors meetings shall be vivavoice and a majority vote of the directors present at a meeting at which a quorum is present shall determine the action taken by the board at such meeting.

SECTION 8. Further Provisions as to Meetings: Special meetings of the board of directors may be held within or without the Commonwealth of Massachusetts, and,

except as herein provided, at such times and places as may be specified in the call and notice of the meetings. Any business whatsoever may be transacted at a meeting of the board of directors although it may not be specified in the notice of the meeting.

SECTION 9. Meeting Without Notice: When all the directors shall be present at any meeting however called or wherever held, or shall assent (by waiver or otherwise) to the holding of the meeting without notice, or after the meeting shall sign a written waiver or assent thereto on the record of such meeting, the acts of such meeting shall be fully valid and binding.

ARTICLE 16. Inspection of Books

SECTION 1. Inspection of Books: The board of directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions and regulation the accounts and books of the corporation or any of them shall be open to the inspection of the members; and no member shall have any right of inspecting any account or book or document of the corporation except as required by law.

ARTICLE 17. Indemnification

SECTION 1. Indemnification: The Corporation shall indemnify any director, officer or employee, or any former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, or in which the Corporation has an interest, against any and all expenses (including attorney's fees), liabilities, claims, judgments, fines, costs and amounts paid in settlement, actually and reasonably incurred by or imposed upon him in connection with, arising out of or resulting from any claim, action, suit or proceeding (whether threatened, pending or completed and whether civil, criminal, administrative or investigative, including appeals), in which he may be involved or to which he is or may be made a party by reason of his being or having been a director, officer or employee of the Corporation, or, at its request, or any other corporation.

Said right of indemnification shall extend to all matters as to which a majority of the disinterested remaining directors of the Corporation of independent legal counsel in a written opinion shall determine that such director, officer or employee acted in good faith, for a purpose which he reasonably believed to be in the best interest of the Corporation or of such corporation, and he had no reasonable cause to believe that his conduct was unlawful or detrimental to the best interest of the Corporation; provided, however, that the right of indemnification shall not extend to matters as to which such director, officer or employee is finally adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duty to the Corporation or such other corporation, except to the extent that the court in which such action or suit was brought may determine upon application that despite such

adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

The Corporation may advance expenses to, or where appropriate may itself at its expense undertake the defense of, any such director, officer or employee provided that he shall have undertaken to reimburse such expenses if it should be ultimately determined that he is not entitled to indemnification under this section. The provisions of this section shall be applicable to all claims, actions, suits or proceedings made or commenced after the adoption of this By-law, whether arising from acts or omissions occurring before or after its adoption.

The rights of indemnification herein provided shall not be exclusive of other rights to which such director, officer or employee may be entitled as a matter of law, shall continue as to a person who has ceased to be such director, officer or employee and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

The Corporation may purchase and maintain liability insurance on behalf of any person who is or was a director, officer or employee of the Corporation or of any such corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

ARTICLE 18. Dues

SECTION 1. Membership: Membership dues shall be classified as follows:

1. For Regular Members dues shall be set by the Board of Directors per year.
2. For Alternate Members dues shall be set by the Board of Directors per year.
3. For Honorary Members dues are waived as they are life members.
4. For Junior Members dues shall be set by the Junior Board of Directors per year.

SECTION 2. Change of Dues: The amount of dues may be changed by the action of the majority of the Board of Directors at a regular or special meeting, without necessity for amendment of these By-Laws.

SECTION 3. Payment of Dues: No member shall be entitled to any of the rights and privileges of the Corporation during any year until his or her annual fees for that year are paid. Annual fees shall become due and payable January 1st of each year. If on January 1st, a member has a credit balance the Corporation will have authority to deduct the amount of his membership fee for that year unless otherwise instructed by the member. Individuals, partnerships, firms or corporations so removed from membership may renew their membership upon payment of the appropriate fee.

SECTION 4. Other Obligations: Any indebtedness to the Association other than dues by any of the members shall be deemed payable within 90 days after incurring such indebtedness.

SECTION 5. Default and Termination of Membership: When any member of any class shall be in default of the payment of dues or other indebtedness for a period of thirty days after such dues or other indebtedness has become due and payable, a notice of delinquency shall thereupon be mailed to the delinquent member. If said dues or indebtedness are not paid within thirty days after the mailing of said notice of delinquency, then said delinquent's membership may be terminated by the Board of Directors in the manner provided in the By-Laws.

ARTICLE 19. Amendments

SECTION 1. Amendments: These By-Laws may be amended at any time by the Board of Directors and any such amendment so effected shall be valid and binding upon the members unless rejected by them at the next annual meeting of the Association or at a special meeting of the members called for the purpose. It shall be the duty of the Board of Directors to present to the members for ratification or rejection at each annual meeting of the Association such amendments to the By-Laws as may have been made by the Board of Directors during the year immediately preceding such meeting.

ARTICLE 20. Removal of Directors and Officers

SECTION 1. Removal of Directors and Officers: The Association shall retain the power of removing from office any Director or Officers, by a vote of two-thirds majority of the members of the Association present at a special meeting called for that purpose.

ARTICLE 21. Expulsion and Discipline

In amplification of ARTICLES and SECTIONS above, expulsion and discipline may be made as follows:

SECTION 1. Expulsion and Discipline: If any member of the Association, or other party in interest, charges another who is a member of this Association with misrepresentation or misconduct which in any manner involves the purpose and good name of this Association, including unethical practice in breeding, fitting, showing or selling Hereford cattle, said charges shall be referred by the Secretary to the proper committee, or shall be considered by the Board of Directors; and if any facts or evidence clearly indicating misrepresentation or misconduct involving the purpose or good name of this Association shall be brought to the attention of the Board of Directors or any committee of this Association and shall, in the judgment of the Board of Directors or said committee, require investigation, such committee or the Board of Directors shall authorize an investigation of the facts and circumstances bearing upon the case. Any committee having such matter in charge after such investigation shall report their findings to the Board of Directors, which shall then hear such charges made, or the Board of Directors

may, without intervention of a committee, hear such charges and, if the charges are sustained, may suspend or expel such offender or impose such other penalty as they may decide proper in the premises, and may deprive them of all privileges of membership in the Association.

Provided, however, that no charge or accusation against a member of the Association shall be heard by the Board of Directors for final hearing and determination until such charges are made in writing, supported by affidavit and filed with the Secretary, and in all cases where charges are made, such charges must be specific, pointing particularly wherein the party accused has made misrepresentation or has been guilty of misconduct. It shall, however, be within the authority of the Board of Directors to take cognizance of any charges or complaint that may be made to such Board and to investigate the same, and take such action as they may deem wise, no inconsistent with this provision.

It shall be the duty of the Board of Directors before final hearing to give written notice to the party accused of the nature of the charge made against him, by mailing such notice and a copy of the charge filed with the Secretary to the last known address of such member at least twenty (20) days before the final hearing thereof. The Board of Directors shall then determine the truth or falsity of the charge made, and in reaching a final determination may make testimony, either oral or written, and the accused member shall have the right to appear by attorney if they so desire.

The committee to whom charges are referred by the Secretary shall have full power and authority to require any member of the Association to appear before it and make a full statement with respect to the subject matter of said charges, or said committee may in its discretion require any member of the Association to make, in writing, full statement with respect to the subject matter of said charges and mail the same to the committee. Any member of the Association, who after being requested by said committee to appear before it, shall fail to make full written statement shall be subject to suspension from the privileges of membership in the Association by the Board of Directors during such time as the Board of Directors deems proper.

The Board of Directors shall have full power to require like attendance and statement of any member of the Association when reaching a final determination as to such charges, or like written statement from such member of the Association, and shall have full power to suspend from the privileges of membership in the Association during such time as in its discretion may deem proper, any member who after being requested by said Board of Directors to do so shall fail or refuse to appear before the Board of Directors and make such statement or who may refuse to furnish to the Board of Directors such written statement with respect to charges being heard by said Board.

ARTICLE 22. Duration of Association

SECTION 1. Duration of Association: This association will be terminated only when lack of interest makes it no longer feasible to continue operations. Should it become necessary to terminate the association, the assets of the corporation will be disturbed by the board in accordance with the objectives of the association.

DRAFT OF THE BY-LAWS OF THE NEW ENGLAND HEREFORD ASSOCIATION
AS AMENDED May, 2006

First reading; February 4, 2006

Second and final reading: May 2006

Approved by membership May 2007