

International Brangus Auxiliary, Inc.

By-laws

Effective 2021

ARTICLE 1: OFFICES

Section 1:

The registered office of the International Brangus Auxiliary, Inc. (referred herein in as "IBA") shall be at 8870 US HWY 87E, San Antonio, Texas 78263, or P.O. Box 809 Adkins, Texas 78101, but may have offices at any place or places within or without the State of Texas where it transacts business and at such other place or places within or without such State as the Board of Directors shall from time to time indicate.

ARTICLE II: PURPOSE

Section 1:

The objects and purposes of this corporation and the nature of the business to be carried on by it are to:

1. Provide an auxiliary to Brangus Breeders
2. Provide scholarships and other awards to deserving individuals.
3. Raise funds to promote the Brangus breed of cattle through memberships, donations or other legal methods.

Section 2:

This corporation is organized without capital stock and shall be operated exclusively for social, recreational, educational, pleasurable and other non-profit purposes. No part of the activities of this corporation shall be carried on for profit. It is intended that this corporation shall be of the character described in Section 501(c)(5) of the Internal Revenue Code of the United States; and the Scholarship Fund of this corporation shall be of the character described in the Sections 501(c)(3) and 509(a)(2) of the Internal Revenue Code of the United States.

ARTICLE III: Members

Section 1: Classes

There shall be two classes of members in the corporation, namely ACTIVE and HONORARY.

Section 2: Active

Any person, firm or corporation who indicates a desire to participate in the activities of the corporation, shall be eligible to become an Active Member by payment of the annual dues; the amount to be set by the Board of Directors. Each Active Member shall be entitled to one vote at all meetings of the membership, provided such Active Member is present at such meeting in person or represented by proxy. Any firm or corporation, which is an Active Member may cast its vote by its duly appointed agent. Membership shall not be transferrable.

Section 3: Honorary

An Active Member of the corporation may be awarded an Honorary Lifetime Membership. Such award may be given to a person, firm or corporation who has shown outstanding leadership and dedication to the organization, and to the Brangus breed as a whole; being active in their respective community and supportive of the International Junior Brangus Breeders Association. An Honorary Member may attend all meetings and is exempt from paying dues; however, in order to vote or to hold office, a member must have Active status.

Section 4: Annual Meeting

The annual meeting of the IBA Board of Directors shall be held at the same time, and in conjunction with the Annual Meeting of the International Brangus Breeders Association. The general membership meeting of the IBA shall be held in conjunction with the National Junior Brangus Show.

Section 5: Special Meeting

Special meetings of the members may be held at such time and place as called by the president or by a majority of the Board of Directors.

Section 6: Notice

Notice stating the time and place of the meeting, and in the case of special meetings, the purpose of the meeting, shall be given by either electronic notice to each member of record, not less than 10 days or more than 50 days before the date of the meeting, or printed notice appearing in the IBA section of the Brangus Journal, the official publication of the International Brangus Breeders Association.

Section 7: Waiver Notice

If any Active Member waives notice of meeting, no notice will be required to that member. Such waiver may be evidenced in writing, or by attendance at the meeting.

Section 8: Quorum

The Active Members present or represented by proxy, at any meeting of the members, shall constitute a quorum and a majority thereof shall have authority to transact any and all business.

Section 9: Proxies

An Active Member may vote through proxy appointed by a written instrument signed by the Active Member and delivered to the secretary at or before the meeting. No proxy shall be valid after two months from the date of its execution.

Article IV: Board of Directors

Section 1:

The Board of Directors shall, subject to the approval of the membership, have general charge of the policy management and finances of the corporation, shall have custody of the property of the corporation, and shall make rules and regulations which it deems proper or necessary for the due and orderly conduct of its affairs, not inconsistent with the Articles of Incorporation and these by-laws.

Section 2:

The responsibilities of the Board of Directors shall include:

1. Supervision of invested capital, endowments, and other assets;
2. Supervision and approval of budgeting and general financial management
3. Determination of the amount of the annual dues;
4. Maintenance of current working documents of the corporation (by-laws and policies) through periodic revision when necessary
5. Establishment of long-range and immediate goals and objectives of the corporation;
6. Interpretation of policies of the corporation with respect to specific instances as necessary;
7. Approval of programming and service activities of the corporation;
8. Recruitment and orientation of new members; and
9. Supervision of the operation of all committees

Section 3:

The Board of Directors shall consist of not fewer than 10 nor more than 20 persons. Within the limits specified above, the number of Directors shall be fixed by vote of the Active Members.

Section 4:

The Directors shall be elected from current active membership at the general membership meeting for a term of one year. Nothing herein shall be construed to prevent the election of a Director to succeed herself. Any Director may be removed by a majority vote of the Active Members at any legally called meeting. No Director shall, in her capacity as a Director, have any right power or authority to act for or on behalf of the IBA, except at and during a duly convened meeting of the Board.

Section 5:

Any vacancy occurring in the Board of Directors may be filled by said Board, provided that any active member elected to fill a vacancy, shall be elected to serve for the unexpired term of her predecessor in office.

Section 6:

All meetings of the Board of Directors shall be held at such place within or without the State of Texas as shall be stated in the notice of such meeting, which shall be delivered as hereinafter provided.

Section 7:

The Directors shall hold such other regular meetings as they determine from time to time. Special meetings of the Board of Directors, for any purpose or purposes, may be called by the president or at the written request of any three members of said Board. Any such call shall be delivered to the president and shall state the purpose or purposes of such special meeting.

Section 8:

Notice of meetings of the Board of Directors shall be electronically distributed at the direction of the president to each member of the Board of Directors not less than 10 days before such meeting.

Section 9:

At all meetings of the Board of Directors, a minimum of 20% of the Board shall constitute a quorum, but in no event shall there be less than five Board members present to carry on the business of the corporation. Written proxies submitted in advance of such meetings to the president or the secretary shall be counted in any determination of whether or not a quorum is present. At all meetings for which due notice has been given and at which a quorum is present, business shall be transacted by a majority vote of those Directors present.

Article V: Officers

Section 1: General

The following officers shall be elected by a majority vote at the annual membership meeting: president, first vice-president (known as president elect); second vice president, secretary, treasurer, and historian. President, first vice-president, second vice-president, secretary and historian shall be elected to serve a term of two years; the term for treasurer will be three years. Each officer shall be elected to serve for their respective terms and until their successors are duly elected and have qualified, or until such

officer's removal. Any officer may be removed by the Board of Directors, with due cause, by a majority vote of the entire Board of Directors.

Section 2: President

The duties of the president are: presiding at all meetings of the membership and the Board of Directors; appointment of standing committees, appointment of special committees as authorized by the Board of Directors, serving as ex-officio member of all committees, supervising committee functions, appointment of members to fill vacancies in the elective office with the approval of the Board of Directors, and performing all such duties incident to the office of president and all such other duties as may from time to time be required by the Board of Directors. The immediate past president shall serve as chairperson of the nominating committee.

Section 3: First Vice-President

The duties of the first vice-president are: automatically becoming the next president, serving in the capacity as president when the president is absent, serving as the chairman of the Ways and Means Committee and performing such other duties as the president may assign. The first vice-president must present an annual written report at the Board of Directors meeting and at the general membership meeting.

Section 4: Second Vice-President

The duties of the second vice-president are: assuming the duties of the first vice-president in her absence, service as chairman of the Scholarship Committee and performing such duties as the president may assign. The second vice-president must present an annual written report at the Board of Directors meeting and at the general membership meeting.

Section 5: Secretary

The duties of the secretary are: keeping minutes of the membership and Board of Directors meetings, providing accurate copies of the minutes to all Board members, assisting the president in arranging the order of business for all meetings, sending notices of meetings as required, keeping an accurate record of the addresses of all Directors and officers, maintaining all records of the corporation, and performing such other duties incident to the office.

Section 6: Treasurer

The duties of the treasurer are: receiving, depositing, and disbursing all funds, maintaining the custody of all funds, rendering a financial statement at the annual Board of Directors and general membership meetings, coordinating with the Chairman of the Ways and Means and Scholarship Committees and performing such other duties incident to the office. Upon expiration of the term of office, the treasurer shall turn over to the successor all books, documents, monies and other property of the corporation.

Section 7: Historian

The duties of the historian are: acting as recorder of the history of IBA and keeping a scrapbook of programs, news clippings, pictures and any important events pertaining to the corporation.

ARTICLE VI: COMMITTEES

Section 1: General

There shall be four standing committees of the corporation to carry on specific, continuing functions of the administration of the corporation. The committees shall be: Membership, Scholarship, Ways and Means and Nominating. Additional committees may, from time to time, be created by the Board of Directors as required. The president, unless otherwise provided herein, shall appoint a chairman for each committee and its committee members as specified. Each committee shall meet as necessary.

Section 2: Membership

The Membership Committee shall maintain a current membership list with addresses of all Active and Honorary members, working with the secretary to complete the list as soon after the annual meeting as possible, and shall develop procedures for maintaining and increasing membership. The committee composition shall be determined by the president.

Section 3: Scholarship

The Scholarship Committee shall conduct the scholarship contest, setting forth all rules and guidelines and making the final determination of the winners. The number and amount of scholarship awards shall be set by the committee and approved by the Board of Directors. In no case shall the total sum awarded exceed the earnings earned by the scholarship fund. No scholarship award may be made to the immediate family of the Scholarship Committee. The Committee shall be comprised of eight members, and the second vice-president acting as chairman. The eight members shall be appointed by the president with each member serving for a period of four years. Selection shall be staggered so that every year two members will retire from the committee and two new members will be appointed. If the chairman determines that additional committee members are necessary due to the number of entries, or absence of committee members, additional members may be selected by the chairman with approval of the president to serve and assist in the judging of the scholarship entries.

Section 4: Ways and Means

The Ways and Means Committee shall oversee all fundraising activities, including the purchase and sale of promotional items. At the annual Board of Directors and general membership meetings, the committee shall submit a report of the past year's activities with a statement of accounts approved by the treasurer and make recommendations for the upcoming year to the Board of Directors. All promotional items shall be under the control of the chairman, or her designated representative and a running inventory of all promotional items shall be maintained. The chairman shall be responsible for all advertising of promotional items, including the ads run in the Brangus Journal, the official publication of the International Brangus Breeders Association. The committee shall be composed of five members and the first vice-president, acting as chairman. The five members shall be appointed by the president with each member serving for a period of three years. Selection shall be staggered, so that every year two members will retire from the committee and two new members will be appointed.

Section 6: Nominating

The Nominating Committee shall nominate the officers and members of the Board of Directors, and after obtaining the consent to serve from the nominee, present the slate of officers and Board of Directors at the annual general membership meeting for a vote. The committee shall be composed

of the three past presidents and/or officers, with the immediate past president serving as the chairman of the committee.

ARTICLE VII: FINANCES

Section 1: General Fund

All dues, monies earned through fundraising endeavors and contributions of a general nature shall be deposited into the general fund of the IBA to defray the operating costs of the corporation. The Board of Directors, may from time to time, as deemed appropriate, submit a resolution to the membership authorizing monies from the general fund be transferred to the Scholarship trust fund. Upon approval by the membership, such monies shall be deposited by the treasurer into the Scholarship trust fund account and then such funds may be used only for the purpose of the Scholarship trust fund account.

Section 2: Scholarship Trust Fund

The International Brangus Auxiliary Scholarship trust fund is established for the sole purpose of providing scholarships to qualified recipients. These funds are to be used for scholarship purposes only and are dedicated funds held in trust for this purpose. In the event that the Scholarship trust fund is terminated, all remaining assets will be transferred to a qualified 501(c)(3) organization to provide scholarships.

ARTICLE VIII: OTHER PROVISIONS

Section 1: Fiscal Year

The corporation shall operate on a calendar year basis.

Section 2: Amendment of By-laws

These by-laws may be amended, altered or repealed by a majority of the members of the Board of Directors, subject to approval of a majority of the membership present at any annual or special meetings, provided notice of the proposed amendment, alteration or repeal be contained in the notice of the annual or special meeting.

Section 3: Written Consent

Any action which may be taken at a meeting of the Board of Directors, a committee meeting, whether standing or special, or a membership meeting, may be taken by a consent in writing signed by a majority of the Board of Directors, committee or membership, as the case may be, and filed with the records of the corporation.

Section 4: Conference Calls

Meetings may further be held by the Board of Directors or by committees by means of telephone conference calls or similar communications equipment, provided that all persons participating in such a meeting can hear and communicate with each other. Participating in a meeting pursuant to the paragraph shall constitute presence in person at such meetings, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called.

Brenda Brull, President

Date

MaryBeth Farris, Secretary

Date