

# ROMAGNOLA & ROMANGUS CATTLE ASSOCIATION

Home of Romagnola, RomAngus, & RomMaster Cattle

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## BYLAWS

### ARTICLE 1

#### **Principal Place to Conduct Business; Resident Agent**

1.00 The principal place to conduct business and the physical office location may be changed from time to time. The resident agent for the Romagnola & RomAngus Cattle Association, a Nevada non-profit corporation Secretary of State 202 North Carson Street, Carson City, Nevada 89701-4201

### ARTICLE 2

#### **Purpose of the Association**

2.00 The Purpose of the Association shall be the registration of Romagnola and Romagnola composite cattle, breed improvement, and delineation of breed characteristics.

2.01 Objects. Subject to the provisions of the Articles of Incorporation and the laws of the State of Nevada, the Association shall have the rights, the powers and privileges of a natural person and with limiting the generality of the foregoing shall have the power:

2.01 (a) To encourage the breeding of Romagnola & Romagnola Composite Cattle to develop, promote and maintain their purity and promote their popularity and use.

2.01 (b) To collect, verify, and publish information relating to Romagnola & Romagnola Composite cattle.

2.01 (c) To compile, print and publish at intervals and by successive volumes a Herd Book of Romagnola, RomAngus, & RomMaster cattle in the United States of America.

2.01 (d) To prescribe the requisite breed type and the characteristics of Romagnola & Romagnola Composite Cattle.

2.01 (e) To publicize and promote the breeding, development, exhibition and sale of Romagnola & Romagnola Composite Cattle.

**2.01 (f)** To collect, record, and publish information and facts relating to the origin, history, development and maintenance of the Romagnola & Romagnola Composite breeds.

**2.01 (g)** To make contributions to any newspapers, journal or other publication and to advertise and publicize Romagnola & Romagnola Composite Cattle.

**2.01 (h)** To conduct and/or to encourage the holding by others of exhibitions and/or show of Romagnola and Romagnola Composite cattle either exclusively or in company of cattle of other breeds.

**2.01 (i)** To collaborate with other Breed Societies and with Agricultural Societies, Government Departments and/or other instrumentality for the purpose of promoting breed exhibitions and/or selling cattle.

**2.01 (j)** To establish relationships with bodies, corporate societies, or associations having similar objects and with any bodies, corporate societies, or associations formed to promote the welfare of Romagnola /Romagnola Composite cattle or cattle of other breeds and to encourage exchange of views and information with any such bodies, corporate societies, or associations particularly and body, corporate society, or association formed for the welfare of Romagnola / Romagnola Composite cattle.

**2.01 (k)** To do all or any other things authorized in the Article 2 and all such other acts, deeds or things as may reasonably be regarded as incidental to or conducive to the attaining of the above objects of any of them.

**2.01 (l)** To offer prizes and make awards at any significant show at which Romagnola / Romagnola Composite cattle are to be exhibited.

**2.01 (m)** To effect insurance against loss or damage to property and such other insurance as may be deemed necessary from time to time including public liability.

**2.01 (n)** To encourage and facilitate the importation of Romagnola & Romagnola Composite Cattle.

**2.01 (o)** To encourage the use of any available technology to expand the genes of superior animals.

**2.01 (p)** To provide for and to regulate the insemination of females and to encourage the breeding up of animals derived from crossing to a degree and to a standard where they become acceptable as purebred Romagnola in accordance with such regulations as the Association may from time to time prescribe.

**2.01 (q)** To prepare and maintain lists of persons competent to act as Judges at area and districts shows respectively and from time to time to alter any such lists either by addition, deletion, or otherwise.

**2.01 (r)** To prescribe regulations for the purpose of regulation and controlling the affairs of the Association and without prejudice to the generality of the foregoing to make regulations as to the compilation and maintenance of permanent records, and conduct of members, by branding , tattooing, and marking of Romagnola & Romagnola Composite Cattle, the standard required from time to time in type, conformation

and breeding of Romagnola & Romagnola Composite Cattle, and their required qualification for entry in the Herd Book computerized database or suitable permanent records.

**2.01 (s)** To purchase, take on lease or in exchange, hire and otherwise deal with any lands, buildings, easements or property, real and personal, and any rights and privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association. Provided that in case the Association shall take or hold any property, which may be subject to any trust, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

**2.01 (t)** To enter into any arrangements with any company, government, or authority that is/are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association to obtain from any such government or authority and rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges

**2.01 (u)** To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.

**2.01 (v)** To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management and carrying out, alteration or control thereof.

**2.01 (w)** To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

**2.01 (x)** To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

**2.01 (y)** To do all such other things that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and concessions.

## ARTICLE 3

### Membership Qualification

**3.00 Regular Membership.** Any reputable breeder or owner of Romagnola or Romagnola Composite Cattle may, upon submitting application, become a "Regular Member" of the Association upon approval by the Board of Directors or its duly-authorized representative and upon payment of such fees as may be from time to time established by the Board of Directors. Application for membership in the Association shall be directed to the President who shall bring such application before the Board of Directors for approval.

The Secretary will list all new regular members and submit the list to the Board of Directors and shall record the new regular members in the minutes. The Board of Directors shall be empowered in determining whether and applicant shall be approved and to consider any fact or matter relevant to the applicant bearing upon the best interest of the Association, the desirability of the fitness of the applicant for membership, including the possibility of confusing similarity between the applicant's name, trade name, tattoo, brand, or other identification of any existing member. A corporation, partnership, or firm of which two or more individual members are the owners, may become a member of the Association with all rights and privileges subject to the duties of the individual. All members of a corporation, partnership, or firm which is a member of the Association, in good standing, at the time of any dissolution shall be entitled and admitted to membership upon making application, and such members shall be credited with payment of all dues, fees, assessments and charge made by them in connection with their membership in or the registration of their cattle with the Association.

**3.01 Associate Membership.** When authorized by the Board of Directors, the Association may also have "Associate Members" who shall not be entitled to voting privileges. Associate Members shall not be breeders or owners of Romagnola or Romagnola Composite Cattle except by, (i) reason of business relationship with breeders or owners of Romagnola, RomAngus, or Romagnola Composite *Cattle*, or (ii) by reason of scientific or educational interests in said cattle; have a direct and substantial interest in the purpose of the Association. Individuals or firms desiring to be Associate Member may do so by submitting a written application to the President and shall become an Associate Member only upon approval by the Board of Directors. Associate Members shall pay such dues, fees and assessments as determined by the Board of Directors.

**3.02 Suspension and Cancellation.** Any member whether "Regular" or "Associate" who fails to pay all dues, fees, or assessments within thirty (30) days after the levy thereof may be suspended from participation in the affairs of the Association and, upon such suspension, shall not be entitled to vote at the meetings of the members. Prior to the effective date of such suspension, the Board of Directors shall provide not less than 15 days' prior written notice of the suspension, and the reasons for it. The Board of Directors shall also provide an opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of the suspension by a person authorized to decide that the proposed suspension not take place.

**3.03 Nontransferable.** All memberships and certificates representing membership in the Association are “nontransferable.” A membership may be transferable only upon payment of an appropriate transfer fee to a corporation or partnership of which the transfer is a part owner or to an heir or successor to the transferor, provided that the transferee meets the other membership requirements as established by the Board of Directors.

**3.04 Inactive Membership.** Any Regular member who fails to Register a minimum of Two (2) Romagnola or Romagnola Composite animals from females owned by the member within the previous 24 months shall not be entitled to vote at the meetings of the members, submit nominations for Board membership, nor vote in any board member elections.

## ARTICLE 4

### Board of Directors

**4.00 (a) Powers.** The Board of Directors (hereinafter referred to as the “Board”) shall have supervision, control, and direction of the property, business affairs, and activities of the Association. The Board shall determine its policies or change as authorized and governed by, (i) the State of Nevada laws, (ii) the Articles of Incorporation of the Association (as amended), and (iii) the By-Laws of the Association. The Board shall actively prosecute its corporate powers and objects and have absolute discretion in the disbursement of its powers, provided however, that the Board shall not authorize the Association to enter into any activity not permitted to be transacted by a non-profit corporation under the existing laws of the State of Nevada, and all income and property shall be applied exclusively to the non-profit purpose of the Association and no part thereof shall endure to the benefit of any private member or individual . The Board may adopt such rules and regulations for the control and conduct of the property, business affairs, and activities of the Association as shall be deemed advisable. It shall, at its annual meeting, elect the officers of the Association in accordance with the By-Laws. The Board or any officer duly authorized by it shall appoint and fix the compensation to be paid to such employees and agents, including legal counsel, as shall be necessary to conduct the affairs of the Association. Through a designated officer of the Association the Board shall present to each annual meeting of the membership a detailed operating report and balance sheet of the Association, or of its operating subsidiaries, if any, and shall with Ninety (90) days after the annual meeting publish in the publication designated to publish notices of meeting of the members, a summary of said operating report and a copy of the said balance sheet to be mailed to any member requesting same.

**4.00 (b)** Any officer elected by the Board may be discharged by the affirmative vote of a **2/3 majority of the entire Board**. The Board or its duly authorized representative may discharge any employee at any time.

**4.01 (a) Number, Election, and Term of Office.** The number of directors shall not be less than six (6) and no more than twelve (12) as may be determined from time to time by the Board of Directors. The Board shall have the right to divide into classes and establish the term for each class, which need not be uniform. The Board may also provide for the election of directors from different geographical regions established by the Board. Unless the directors are divided into classes with terms established for each

class, the term of each director shall be for three (3) years or until their successors have been elected and qualified. In the election process the nominee receiving the highest vote count, the second highest vote count and third highest vote count shall be declared the new Directors. In the case of a tie at the third highest vote count the two nominees may choose who will be the Director or they will draw a number from a "hat" containing numbers 1 through 10 with the nominee with the "**LOWEST**" number being declared the new Director.

**4.01 (b) Annual Election Nomination Criteria for Directorships**

- (A) Been an Association member for 12 months prior to nomination.
- (B) Had continuous 100% ownership of 2 or more Romagnola or Romagnola Composite females for 12 months prior to nomination.
- (C) Must have registered two or more Romagnola or Romagnola Composite calves, from females owned at least 12 months, during the same period.
- (D) Must not have an immediate family member representing a common farm or membership # currently serving on or nominated for the board. Examples: Siblings, Husband/ Wife, Parent / Child
- (E) The nominee must be present at Annual meeting.

**4.01 (c) Nomination and Secret Ballot Procedures.**

- (A) The call for nominations will be mailed from the office in the last week of November or approximately 75 days before the annual meeting.
- (B) The nominations are due in the office approximately 15th of December or approximately 60 days before the annual meeting.
- (C) The ballots will be mailed during the 1st week of January or approximately 45 days before the annual meeting.
- (D) The ballots are due in the office the 1st week of February or approximately 7 days before the annual meeting.
- (E) The exact dates to be determined each year and set by the Executive Committee.

The ballot mailing will include the following: the ballot, a short description of each candidate if they choose to write one and the envelopes required to return the ballot. The ballot is to be returned sealed in a "ballot envelope" which is sealed in a "Signature Envelope". Both the ballot envelope and the signature envelope are returned in "Return Envelope". The return envelope will be opened by the Vote Count Committee, which consists of the Membership Committee chair, the presiding President, two board members, two members at-large and the Secretary. The signature envelopes will be removed from the

return envelopes by the committee, which will check each for eligibility. The ballot envelope is removed from the signature envelope to insure anonymity. No ballot envelope will be opened until all ballot envelopes have been removed from their signature envelopes and shuffled.

**4.02 Vacancies.** Vacancy on the Board resulting from the death, resignation, removal, incapacity or disqualification of any of the members of the Board shall be filled by the majority vote of the remaining directors, and such person or persons so chosen to fill such vacancy or vacancies shall serve for the rest of the term of his/her predecessor and until a successor qualifies and is elected. Vacancies resulting from an increase on the Board shall be filled by vote of the members at any regular or special meeting thereof.

**4.03 Removal.** Any director may be removed from office for cause by the affirmative vote of a majority of the voting power of the members entitled to vote for the election of directors at any special meeting of the members called for that purpose provided that a copy of the notice of such special meeting is sent at least ten (10) days in advance of such meeting by registered mail or facsimile transmission to each member entitled to vote.

No proposal for the removal of any such Director shall be considered unless the basis for the same shall be preferred in writing and signed by the person or persons proposing such removal and filed with the President of the Association at least twenty (20) days prior to the date of the meeting at which such Director's removal is to be considered. Such Director shall have the right to confront those persons proposing his removal and shall be given the opportunity to show cause why he or she should not be removed: but the members shall be the sole judges as to the advisability of the removal or suspension of such Director and upon his removal the office shall be declared vacant and shall not be eligible to return as a director for 24 months. Such vacancy shall be filled in the same manner as in the case of other vacancies, except such removed Director shall not be eligible for re-election.

**4.04 Compensation.** No Director shall receive compensation for services he or she may render to the Association, provided that each may be reimbursed for his or her actual expenses and provided further that Directors who are also Officers may be compensated for their services as Officers. Directors attendance at meetings is at their own expense.

**4.05 (a) Meeting of the Board of Directors.** Regular or special meeting of the Board of Directors may be held at such time and place, anywhere within the continental United States, or by teleconference as the Board of Directors may determine, or in the case of special meeting, as may be determined by the President of the Association and specified in the notice of said meeting.

The Directors must attend the Annual Meetings. The failure of a Director to attend an Annual Meeting or two consecutive meetings/teleconferences without an excuse approved by the President shall constitute cause for the removal of such Director. The annual meeting of the Board of Directors shall be held immediately following adjournment of the annual meeting of the members of the Association. Special meeting of the Board of Directors may be called by the President or by majority of the Board of Directors.

**4.05 (b)** Regular meetings of the Board of Directors shall be open to all members of the Association. The President may grant limited speaking privileges to such members. Members wishing to address the Board at its regular meetings must, prior to 30 days of the meeting, give written notice to the Secretary in order

to be placed on the agenda. Otherwise, the members who attend the regular meetings cannot speak, but listen only. The President and the Board shall be the only persons who will have the right to ask a question to the members in attendance who can answer questions.

**4.05 (c) Executive Section.** The Board of Directors has the right to meet in executive session. An executive session can be called for by any Director during a portion of any meeting for the purpose of discussing members and other matters (including sensitive matters). Executive sessions shall have in attendance only the President and the Board of Directors present at said meeting and, if requested, the Secretary if he/she is not a director, and if specifically asked to attend by the President, other persons. No official business shall be transacted in the executive session. When the Board reconvenes following an executive session, any decision made shall be stated officially so that the Secretary can record such decision in the Association

**4.05 (d)** Written notice of each regular and special meeting of the Board of Directors, except the annual meeting, shall be mailed, emailed, or faxed to the last know post office address, email address or fax number of each member of the Board of Directors at least ten (10) days in advance of the meeting.

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

**4.06 Quorum and Manner of Acting.** A majority of the Directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting, and the acts of a majority of the Directors present at any such meeting at which a quorum is present shall be the acts of the Board. In the absence of quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum be had. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Notice of any adjourned meeting need not be given. An action, which may be taken by the Board of Directors, may be taken without a meeting if done in writing signed by all the Directors in advance. Directors may not vote by proxy or be counted toward a quorum by proxy.

**4.07 Organization.** At all meetings of the Board of Directors, the President of the Association shall act as Chairman, and in the absence of the President, the Senior Vice-President, and in the absence of the Senior Vice-President, the Secretary, or in the absence of the Secretary, any person appointed by a majority of Directors present shall act as Secretary.

**4.08 (a) Resignation.** Any Director of the Association may resign at any time by giving written notice to the Secretary of the Association. Such resignation shall take effect at the date of receipt of such notice,



or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**4.08 (b)** Upon resignation as a director of the association, the member who has resigned will no longer be eligible to accept nomination to be board for a minimum of Three (3) years after resignation has been accepted by the president.

## **ARTICLE 5**

### **Committees**

**5.01 Executive Committee.** The Board may choose to utilize an Executive Committee and if so choosing at such annual meeting of the Board, the Board shall elect from among their number, two (2) Directors, who so elected together with the Chairman of the Board, the President of the Association, the Senior Vice-President, and the Secretary, shall constitute the "Executive Committee" of the Board of Directors. During the intervals between the meeting of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the board of Directors, except for the following powers: (a) amending, altering or repealing the bylaws; (b) electing, appointing or removing any member of the Executive Committee or any director or officer of the Association; (c) amending or repealing the articles of incorporation; (d) adopting a plan of merger or plan of consolidation with another corporation; (e) authorizing the sale, lease or exchange of all of the property and assets of the Association; (f) authorizing the voluntary dissolution of the Association or revoking proceedings therefore; (g) adopting a plan for the distribution of the assets of the Association; or (h) amending, altering or repealing any resolution of the Board unless it provides by its terms that it may be amended, altered or repealed by a committee. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board at such meeting: provided however, that no rights of third parties shall be affected by such revision or alteration.

**5.011** Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for that purpose. The President may fill vacancies in the Executive Committee until the next meeting of the Board of Directors. At the next meeting of the Board of Directors, the Board shall elect one member to fill the vacancy and to serve until the next annual meeting of the Board of Directors. A majority of the Executive Committee shall be necessary to constitute a quorum and, in every case, the affirmative vote of a majority of the members present at any meeting of the Executive Committee shall resolution of a quorum thereof although not formally convened. Meeting of the Executive Committee shall be called by the President upon two (2) days written notice by mail, email, or fax to the last known post office address, email address, or fax number of each member of the Executive Committee, which notice shall state the time and place or teleconference time of such meeting. said notice need not state the purposes of said meeting and any business may be transacted thereat.

**5.02 Ethics Committee.** The Ethics Committee will investigate matters deemed "of an ethical nature". It will consider any fact or matter that bears upon the best interest of the Association. The committee will be responsible for Article 12 determinations and any other matters that may present themselves from time to time. The Ethics Committee is chaired by the Chairman of the Board and constituted of three (3)

directors and three (3) Association members. The Ethics Committee or the Board will not intercede in any litigated issue.

**5.03 Finance Committee.** The Finance Committee shall have supervision of the books and account of the Association and shall have annual audits made by a certified public accountant of such books of account. To it shall be referred all matters pertaining to fiscal affairs, and it shall have the duty of preparing an annual budget for presentation to the Board of Directors and the general membership. This committee will review all proposed allocations and proposed budgets by the other committees. A separate audit committee will be appointed by the President, made up of members other than the Treasurer.

**5.04 Membership Committee.** The primary function of the Membership Committee is to aid in the recruitment of new members, to make recommendations to the President, and to carry out those duties requested of them by the President and the Board of Director's.

**5.05 Advertising and Public Relation Committee.** The Advertising and Public Relation Committee shall supervise all activities involving relationship with the public and with government bodies. It shall also be responsible for assembling and disseminating information concerning the breed, which shall include recommendations of agencies and/or individuals that would prepare, coordinate, and place such advertising. The committee shall also investigate all advertising matters and provide a budget for review by the Finance Committee.

**5.06 Breed Improvement Committee.** The Breed Improvement Committee shall investigate possible useful information and facts that could contribute to the desirable qualities of the breed and supervise all activities involving breed improvement. It shall make recommendations to the President, the Board of Directors and the general membership regarding breed improvement activities. This committee shall also be charged with the responsibility of determining, from time to time, what recessive factors are considered undesirable and harmful to the breed as well as those breeding methods and husbandry tactics that conflict with the furthering of the essential characteristics upon which the breed has been developed, and to define the nature, type and form of the information which is accepted by the Board of Directors and to be kept on file.

**5.07 By-Laws Committee.** The By-Laws Committee shall consider and make recommendations to the President, Board of Directors and the general membership regarding changes in these By-Laws.

**5.08 Executive Sales Committee.** The Executive Sales Committee shall consider and make recommendations to the President, the Board of Directors, the general membership and the Breed Improvement Committee concerning activities and rules pertaining to sales.

**5.09 Convention Committee.** The Convention Committee shall consider and make recommendations to the President and the Board of Directors regarding annual conventions.

**5.10 Committees.** The Board of Directors may appoint such other temporary or "standing committees" from among its members or members at large as it deems desirable and vest therein such powers as it deems appropriate. Members may integrate and be a part of a designated committee with the understanding that all recommendations will be presented to the Board for approval.

## ARTICLE 6

### Office Operations & Regional Operating Divisions of the Association

**6.00 (A) Office Management and Operations:** The office and/or operations manager of the Association shall issue all notices of meetings required to be given. He or she shall have charge of and keep in his possession the seal of the Association and affix the same to deeds and other instruments necessary to be sealed, when properly authorized to do so. He / She shall record and maintain the Association Membership directory, the Association Herd Book, and all cattle registrations. He/she shall maintain financial documentation for the association and report monthly to the President, Treasurer, and Assistant Treasurer of the Association. He or she shall perform all other duties assigned by the President or the Board.

**6.00(B) Office Manager Eligibility.** Any Individual, Corporation, or Organization approved by the Board, tasked with and compensated for managing the day-to-day operations of the Association, office shall not be a member of the association, shall not be related to a member of the Association, nor receive any individual compensation directly or indirectly from an Association member.

**6.01 Advisory Board of Directors.** The Board may appoint individuals to serve as members of an "Advisory Board of Directors" of each of the regional operating divisions of the Association corresponding to the regional classes of directors as may be established by the Board of Directors. The members of any such Advisory Board may adopt and may from time to time amend rules and regulation for the conduct of their meeting and shall keep minutes which shall be submitted to the Board. The term of office of any member of an Advisory Board of Directors shall be at the pleasure of the Board and shall expire the day of the annual meeting of the members of the Association. The function of any such Advisory Board of Directors shall be to advise with respect to the affairs of the regional operating division of the Association with respect to which it is appointed.

**6.02 Titles and Limitations of Advisory Board of Directors.** The Board may from time to time confer on the individuals assigned to any regional operating division of the Association; discontinue the same, the title of the Regional president; Regional Vice-President or any other title deemed appropriate. The designation of any such official title for individuals assigned to regional divisions of the Association shall not be permitted to conflict in any way with any executive or administrative authority established from time to time by the Association. Any individual so designated as an officer of a regional operating division shall have authorities, responsibilities, and duties with respect to his regional operating division corresponding to those normally vested in the comparable officer of the Association by the By-Laws, subject to such limitations as may be imposed by the Board of Directors of the Association.

## ARTICLE 7

### Officers

**7.00 General.** The officers of the Association shall be (1) Chairman of the Board, (2) President, (3) Senior Vice-President, (4) Secretary, (5) Assistant Secretary, (6) Treasurer, (7) Assistant Treasurer, and such other officers, as may be appointed from time to time by the Board of Directors. The Chairman of the Board the President and the Senior Vice-President shall each be members of the Board of Directors. The Board of Directors shall appoint all officers of the Association at an annual meeting thereof for a term of one (1) year.

**7.01 Chairman of the Board.** The Chairman of the Board shall be the Chief Executive Officer of the Association. He shall be Chairman of the Executive Committee and shall be "*ex officio*" member of every other standing or temporary committee if he so chooses. He may sign all contracts and other instruments of writing binding the Association and, subject always to the direction of the Board of Directors, shall exercise such authority and perform such duties as the Board of Directors may from time to time prescribe.

**7.02(a) President.** The President shall be the managing, administrative, operating, and clerical officer of the Association. He or she shall perform all the duties and exercise the powers of the Chief Operating Executive of the Association. Unless contrary provisions are made by the Board of Directors and subject to such limitations as may be imposed by the Board of Directors, the President shall act for the Chairman of the Board in the event of illness or absence and shall act as the authorized representative of the Board of Directors in hiring, discharging, fixing, or modifying the duties, salaries, or other compensation of employees of the Association. He or she shall make all reports and statements required by the constitution or laws of the United States, the State of Nevada, or any other duly constituted and established public governmental authority, or as may be required by the Board of Director's.

**7.02 (b) The President** shall be the legal custodian of all the books, papers, records (except accounting) of the Association and shall permit at such reasonable times as may be requested, and inspection of any or all of such books, deeds instruments, papers, and records by any Director of the Association and shall upon reasonable demand thereof and with cost, furnish to any such Director a full, true and complete copy of any paper or record in his possession.

**7.02 (c) The President** shall perform all other duties ordered by the Board of Directors or which usually pertain to the Office of Chief Executive Officer of the Association.

**7.02 (d)** The Office of the Chairman of the Board and the Office of the President of the Association may not be held by the same person.

**7.03 Vice President.** In the event of illness, absence, death, incapacity, or refusal to act as either the Chairman of the Board and or the President and shall do and perform such other duties as may from time to time be assigned to he or she by the Board.

**7.04 Secretary.** The secretary shall keep full, true and correct minutes of all meetings of the Board, the Executive Committee, and the Association members. He or she shall perform all other duties assigned by the President or the Board.

**7.05 Assistant Secretary ('s).** Assistant Secretary ('s) may be appointed by the Board and in the event of illness, absence, permanent disability, refusal to act, or death of the Secretary and shall perform the duties of the Secretary and in addition thereto, shall perform such other duties as may from time to time be assigned by the President or Board. Assistant Secretary ('s) need not be members of the Association.

**7.06 Treasurer.** The Treasurer shall have supervision and custody of all monies and securities of the Association. He or she shall cause to be kept full and accurate accounts of the receipts and distributions of the Associations in books belonging to it. He or she shall cause all monies and other valuables effects to be deposited in the name and to the credit of the Association in such accounts and in such depositories as may be designated by the Board. He or she shall disburse and supervise the disbursement of funds of the Association. In accordance with authority of the Board, taking proper vouchers therefore. He or she shall render to the President and Board at regular meeting of the Board or whenever the President or the Board require a written detailed account of his or her transactions as Treasurer and of the financial condition of the Association, including a statement of all its assets, liabilities, and financial transactions. He or she shall perform such other duties as the President or Board direct and such other duties as usually pertain to the office of Treasurer. The Treasurer shall be relieved of all responsibility for any security or money or the disbursement thereof committed by the Board to the custody of any other person or corporation, or the supervision of which is delegated by the Board to any other officer, agent, or employee, or for the performance of any other duties of the Treasurer delegated by the Board to any other officer, agent, or employee of the Association.

**7.07 Assistant Treasurer (s).** Assistant Treasurer (s) may be appointed by the Board and in the event of illness, absence, refusal to act, or death of the Treasurer. He or she shall perform all of the duties of the Treasurer and in addition thereto shall perform such other duties as may from time to time be assigned by the President or the Board.

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

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

## ARTICLE 8

### **Romagnola & RomAngus Cattle Association Records**

**8.00 Record.** The President of the Association shall cause to be kept and preserved in the office of the Association a full and complete record, known as the "Romagnola & RomAngus Cattle Association Record" stating the tattoo, sex, date of birth, breeder, owner, type of birth, blood typing record of required, sire, and dam of every Romagnola & Romagnola Composite livestock offered for registry in said record in accordance with the rules governing entries therein as well as all subsequent of transfer of ownership of animals so recorded.

**8.01 Rules.** The Board shall establish rules governing entry and transfer in and to such record and shall establish fees to be paid by members as a condition to such entry and transfer and for the issue of certificates thereof. The Board shall have power to establish penalties which shall be collected as a condition to such entry or transfer from members and nonmembers who shall present an application for registration or transfer under such circumstances as shall, in the judgment of the Board, warrant the imposition of such penalty. The rules adopted by the Board governing the entry and transfer of such record, together with any fee and penalty established by the Board shall be printed and distributed from time to time to the members of the Association and to such other persons as the Board may deem desirable and shall be binding upon members and upon all other persons who shall apply for registration, transfer, or other action pursuant thereto.

#### **8.02 Rules & Regulations for the Breeding of RomAngus Cattle**

**8.02 (a) Definition.** For the Purposes of registration, RomAngus are defined as a composite breed of cattle developed by combining Fullblood, registered Romagnola and Black or Red Registered purebred Aberdeen Angus through crossbreeding.

**8.02 (b) Foundation Romagnola Cattle** used to form the recorded composite known-as RomAngus must be 100% Romagnola breeding and registered with the Association.

**8.02 (c) Foundation Romagnola Cattle** that are not 100% Romagnola used to form the composite known as RomAngus must be registered with the Association.

**8.02 (d) Foundation Angus Cattle** used to form the recordable composite known as RomAngus must be purebred registered Angus, red or black.

**8.02 (e) RomAngus.** The term **RomAngus** shall apply to offspring resulting from the following crossed when they are registered and recorded in the RomAngus Herd Book. There must be at least 1/4 Registered Full blood Romagnola percentage to qualify for the RomAngus registration.

A) Registered Fullblood Romagnola bull or female crossed with a non-registered foundation Angus bull or female (red or black) that meets the qualifications in item 8.02 above.

B) Registered Full blood Romagnola bull or female crossed with a RomAngus bull or female.

C) RomAngus bull or female crossed with a RomAngus bull or female, that results in offspring that has at least 1/4 registered Full blood genetics in the pedigree.

D) All offspring that result from up-breeding of RomAngus will remain RomAngus.

**8.02 (f) The various combinations to produce RomAngus are as follows.**

(a) Registered Full blood Romagnola bull or female X Registered Angus bull or female equals Certified RomAngus.

(b) Certified RomAngus bull or female X Certified RomAngus bull or female equals Certified RomAngus.

(c) Registered Full blood Romagnola bull or female X Certified RomAngus bull or female equals Certified RomAngus.

(d) Registered Full blood Romagnola bull or female X RomAngus bull or female equals RomAngus.

(e) RomAngus bull or female X RomAngus bull or female that results in offspring that has at least 1/4 registered Full blood Romagnola genetics in the pedigree equals RomAngus.

(f) RomAngus bull or female X RomAngus bull or female that has at least 1/4 registered Romagnola Full blood genetics in the pedigree equals RomAngus.

**8.02 (g)** It will be the responsibility of breeders to supply registration papers on Angus cattle to the Association office.

**8.02 (h)** Permanent I.D. can be brand or tattoo (Breeders choice).

**8.03: Romagnola Composite Cattle:** the Romagnola and RomAngus Cattle Association may include the registrations of additional Romagnola Composite Breeds upon presentation to the board of directors and approval by a majority vote.

**8.040: Rules & Regulations for the Breeding of RomMaster Cattle**

**8.041 Definition.** For the Purposes of registration, RomMaster are defined as a composite breed of cattle developed by combining Full blood, registered Romagnola or RomAngus and Registered Beefmaster through crossbreeding.

**8.042 (a)** Foundation Romagnola or RomAngus Cattle used to form the recorded composite known as RomMaster must be registered with the Association.

**8.042 (b)** Foundation Beefmaster Cattle used to form the record-able composite known as RomMaster, must be registered Beefmaster.

**8.042 (c)** Foundation Beefmaster Cattle used to form the recorded composite known as RomMaster, must be free of any characteristics that would prevent them from being registered in the Beefmaster Breeders United Association.

**8.042 (d)** All foundation Beefmaster cattle must be identified with a brand or a tattoo that will be provided to the Association office for the purpose of permanent identification, the I.D. used for registration in the Beefmaster Association will or can be used as I.D. in the Association

**8.043 RomMaster.** The term "RomMaster" shall apply to offspring resulting from the cross of the following when they are registered and recorded in the RomMaster Herd Book.

**8.043 (a)** Registered Full blood Romagnola or RomAngus female or bull crossed with Registered Beefmaster female or bull.

8.044 All offspring that result from up breeding of RomMaster will remain RomMaster.

**8.046 The various combinations to produce RomMaster cattle are as follows:**

**8.046 (a)** Registered Full blood Romagnola bull or female X Registered Beefmaster bull or female equals RomMaster.

**8.046 (b)** Registered RomAngus bull or female X Beefmaster bull or female equals RomMaster.

**8.046 (c)** Registered RomMaster bull or female X Registered Fullblood Romagnola, Registered Beefmaster, or Registered RomAngus bull or female equals RomMaster

**8.047** Sires and Dams used in embryo transfer must be Blood Typed, or DNA tested. All offspring resulting from embryo transfer must also be Blood Typed or DNA Tested.

**8.048** It will be the responsibility of breeders to supply registration papers on Beefmaster cattle to the Association office.

**8.049** Permanent I.D.: Brand or Tattoo (Breeders choice).

**8.0410** Offspring from a multiple Sire breeding will be registered as RomMaster, though all sires must be of the same breed, either Registered Romagnola, RomAngus or Beefmaster.



**ARTICLE 9**  
**Erroneous Entry**

**9.00** Should the President or any other Officer of the Association obtain or receive knowledge or information to the effect that any registration or transfer of any animal has been made in violation of the rules of registration and transfer of the Association, such information shall be forthwith furnished to the Board. In case a complaint is submitted in writing to the Board from an authentic source that an animal has been erroneously or irregularly registered or transferred upon the record of the Association, the Board shall forthwith cause diligent inquiry to be made into the truth of such complaint and upon such inquiry the Board has reasonable ground to believe that said complaint is well founded, it will then notify the owner of such animal and after giving such owner reasonable time and opportunity to prepare an answer to said complaint, the Board shall order said owner to appear before it and answer said complaint, If the Board affirms such complaint;, it shall have the power to strike such registry or transfer from the record of the Association. Any member of the Association or owner of Romagnola or Romagnola Composite cattle shall have the right to appeal to the membership of the Association as any regular or annual meeting thereof from the decision of the Board as to the eligibility under the rule of any pedigree submitted for entry by first given the Board notice of his or her intention to appeal by filing a written notice with the President at least thirty (30) days prior to the date of said meeting. The members of the Association shall decide as to the eligibility of said pedigree to entry, under the rules, by majority vote of the members present and such action shall be final.

**Article 10**  
**Pre-Paid Fees and Credit**

**10.00** All Association fees, whether for entry in the record, transfer, duplication, or supply must be prepaid with all transfers done with thirty (30) days after the transaction has taken place, if not, sanctions will be imposed as the Board directs, subject to "good cause." Seller must pay for transfer of all cattle All remittance received by the Association will be placed to the credit of the remitter subject to acceptance of their submitted application.

**Article 11**  
**Requirement of Members to Assist Officers**

**11.00** It shall be the duty of each member and officer of the Association to furnish to the Board any and all information they have or may receive with reference to any violation of the rules governing the registration of Romagnola cattle in the Romagnola & RomAngus Cattle Association Record by any member or nonmember of the Association and to aid and assist to the best of their ability the Officers and Board of the Association in detecting any fraud or willful violation of the rules in the registry of cattle therein.

## Article 12

### Offense and Penalty

**12.00 Misrepresentation.** Should any member of the Association willfully and knowingly offer to the Association for registry an animal known by such member not to be entitled to registry or should any member willfully and knowingly misrepresent to the Association any material facts as to the sex, birth, description, breeder, owner, sire and dam, or the identification or identity of an animal, or should any member of the Association willfully and knowingly substitute one registered animal for another registered animal in any application to the Association knowing any other member to be willfully and knowingly guilty of any of aforesaid acts, connive or scheme in said act and withhold information thereof from the Association, such member shall be in jeopardy of suspension, exposure, and possibly expulsion from membership in the Association.

**12.01 Expulsion from Membership** A member of the Association who knowingly and willingly does any act calculated to damage the Association or is prejudiced to the interest thereof, or who shall violate any of the By-Laws or rules of the Association in any particular shall be subject to expulsion from membership in the Association.

Any member expelled from membership by reason of his or her being found guilty of any of the acts from which expulsion is required or authorized, unless otherwise objected to by the Board, may transfer, sell or otherwise dispose of cattle owned by the member, thus maintaining the cattle on the Romagnola & RomAngus Cattle Association Record with the Association, but only with the approval of the Such expulsion may only take place pursuant to the procedure set forth in Article 13 these By-Laws.

**12.02 Hearing Before the Board** Before any member shall be found guilty or punished for an offense defined in Article 12, complaint in writing, by certified mail, return receipt requested, shall be filed with the President signed by the Complainant with thirty (30) days after the offense occurred. Before submission of a complaint for an offense, late or otherwise, is presented to the Board the rule for filing must be complied with pursuant to the Article 13. Upon the filing of a legitimate complaint within the thirty (30) day period the President shall at once cause a copy thereof to be mailed by registered mail to the person complained against, addressed to the last know place of residence. Fifteen (15) days after the mailing of such copy, such member may if he or she desires, file with the President his or her reply in writing to such complaint.

**12.03 Determination.** The Board shall without delay proceed thoroughly and impartially to hear and determine such complaint, but not less than ten (10) days prior notice of the time and place of such hearing shall be given by mail to the person complaining and to the person complained against. The affirmative secret vote of a majority of the entire Board shall be required to fine or expel any member pursuant to Article 12. Such hearing must take place at least five (5) days prior to the proposed expulsion.

## Article 13

### Appeal

**13.0 Appeal Process.** Any member who feels aggrieved by any decision of the Board may under this, **Article 13.01**, make appeal from such decision and have such appeal heard at the next meeting of the members of the Association, provided that the person appealing shall, prior to thirty (30) days after such decision is filed with the President, submit notice in writing of his or her intention to appeal. Such appeal shall be heard and determined at the next meeting of the Association unless for good cause it shall be by such meeting deferred. If however, the member does not appear at such meeting of the members to prosecute the appeal, the decision of the Board to fine or expel any member pursuant to **Article 12** shall stand approved. Upon the appeal to the members of the Association the decision of the Board with respect to the guilt and punishment of the member appealing shall be affirmed if approved by a majority vote of all the members present. While the appeal is pending the decision appealed from shall remain in abeyance and the same shall not be enforced or carried out until such appeal is determined.

## ARTICLE 14

### Proceedings by and Against Non-members

**14.00** Non-members of the Association having relation therewith under the provisions of these By-Laws may make complaint or be complained against. Such complaint and appeals shall be heard by the Ethics Committee and who will report to the Board for final action. The Board will determine, and punishment imposed in all respects as nearly as may be in cases of members.

## ARTICLE 15

### Custodians and Depositories

**15.00 Custodian of Securities.** The Board may from time to time appoint one or more banking or trust institution or companies to act for reasonable compensation as custodian of all securities owned by the Association. To exercise in respect thereof such powers as may be conferred by resolution of the Board. The Board may remove such custodian at any time.

**15.01 Depositories and Checks.** The money of the Association shall be deposited in such manner as the Board shall direct in such bank or trust institution or company as the Board may designate and shall be withdrawn by checks signed in such manner as provided by resolution (s) adopted by the Board.

**15.02 Bond** Any officer or employee handling money or securities of the Association may be bonded at the Association's expense in such an amount as may be determined by the Board.

**15.03 Liability.** The liability of members is limited pursuant to the provisions of NRS 82.241.

**15.04 Guarantee.** Each member of the Association undertakes to contribute to the property of the Association, in the event of its being wound up while a member or within one year after he ceases to be a member or payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding -up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding TWENTY DOLLAR \$20.00.

**15.05 Distribution of Assets.** If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities and property what so ever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or found them to any charitable institution or institutions as deter- mined by a general meeting of the Association at or before the time of its dissolution.

## **ARTICLE 16**

### **Fiscal Year and Audit**

**16.00** The fiscal year of the Association shall close on December 31st each year. It shall be the duty of the Board prior to each annual meeting (except the first annual meeting) of the members of the Association to appoint a competent Licensed Certified Public Accountant who is not a member, Officer, Director, or employee of the Association, nor related to any of its members, who shall examine and audit all the books, records, checks, vouchers, and accounts of the Association. Such accountant shall make a written report thereof to the Board, which said report shall be submitted to the Association at its annual meeting (except for the first annual meeting). Such accountant shall receive reasonable compensation for such services to be fixed by the Board and paid by the Association.

**16.01** Yearly income taxes must be filed.

## **ARTICLE 17**

### **By-Laws and Binding Rules**

**17.00** These By-Laws and rules, together with all amendments thereto and modifications thereof, shall be binding upon all members of the Association. All fees, fines, and penalties imposed pursuant to these bylaws and said rules shall be deemed an indebtedness duly incurred pursuant to contract between the members of the Association and transfer upon the Romagnola & RomAngus Cattle Association the fees and penalties provided therein.

## ARTICLE 18

### Seal of the Associations

**18.00** The Board of Directors shall provide a suitable seal, which shall be in the form of a circle and shall bear the words, "**Romagnola & RomAngus Cattle Association**"

**18.01.** Romagnola and RomAngus Association was Trademarked in 2017, The association must perform any actions required to maintain this Trademark along with any additional Association Trademarks until the Board has with a Majority vote determined one or all of the Association Trademarks are no longer warranted.

## ARTICLE 19

### Rules of Order

**19.0** *Roberts Rules of Order* (newly revised) shall be the parliamentary authority for all matters of procedure not specifically provided for in the Articles of Incorporation or these By-Laws.

## ARTICLE 20

### Subsidiary Corporations and Business

**20.0** The Board may authorize the formation of subsidiary corporations and businesses as deemed necessary for the benefit of the Association.

**20.10** The RomAngus will operate as a subsidiary of the Association. The RomAngus will have the Association Board of Directors as its Board of Directors and the Officers of the Association, will act as Officers of the RomAngus.

**20.20** The reporting of RomAngus Income/Loss to the Internal Revenue Service will be through the Association and its Annual Return.

**20.30** The RomMaster will operate as a subsidiary of the Association. The RomMaster will have the Association Board of Directors as its Board of Directors and the Officers of the Association will act as Officers of the RomMaster.

**20.40** The reporting of RomMaster Income/Loss to the Internal Revenue Service will be through the Association and its Annual Return.

## **Article 21**

### **Amendments**

**21.00** Except as these By-Laws otherwise expressly provide, all the By-Laws of the Association shall be subject to the re- peal or modification and "new" By-Laws made by the members at any regular or special meeting thereof when written notice of such purpose has been given to all members at least thirty (30) days prior to any such meeting or may be made by the Board subject to the provisions of the Articles of Incorporation. Any amendment to these By-Laws by the Directors must be made by two-thirds (2/3's) vote of those Directors present and voting at a meeting at which a quorum is present and with respect to the written notice of the proposed changes in the By-Laws has been given not later than ten (10) days prior to the date of such meeting.

# Romagnola & RomAngus Cattle Association

Home of Romagnola, RomAngus, & RomMaster Cattle

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Title: President*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Title: CEO*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

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*Board Member*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

By: \_\_\_\_\_ Date: \_\_\_\_\_  
*Board Member*

