

• *Bylaws – Final as of October 31, 2010*
Northwest Lowline Association By-Laws

Article I – Name and General Powers

The name of the organization shall be the Northwest Lowline Association, hereinafter referred to as “the Association” or “this Association.”

General Powers: The affairs of this Association shall be managed by its Membership.

Number of Directors: The number of Directors at any given time shall be no less than eight (8) Directors.

Article II – Membership

A. Classification: The members of this Association will be classified as follows:

1. Active Members
2. Associate Members
3. Junior Members

B. Eligibility:

1. Active members: Individual, at least 21 years of age, partnerships, corporation, and firms that have an interest in Lowline cattle, who have paid their annual dues, who own registered Lowline, reside in the region and are members of the American Lowline Registry, shall be eligible for the status of Active Member with voting privileges.

2. Associate Members: Individual, partnership, corporations, and firms that have an interest in Lowline cattle, who have paid their annual dues, who reside outside of the NWLA region or reside in the region, but have no cattle registered in the region, are eligible to be an Associate member. An Associate member is entitled to all privileges of the active members except they may not vote or hold office.

3. Junior Members: Young men and women younger than twenty one years of age who are interested in the Lowline breed and pay annual dues, who live in the region, may be eligible to be a Junior member. A Junior member is entitled to all privileges of the active members except they may not vote or hold office.

C. Privilege:

1. Except as set forth elsewhere in these Bylaws and policy statements of this Association, members shall be entitled to all services and privileges as may be provided by this Association to the applicable classification of membership.

2. All dues-paying members will be eligible to attend the Association meetings and shall receive the customary publication of the Association as determined from time to time by the Directors.

3. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive positions in this Association, or vote or otherwise participate in the selection of the Association officials or the establishment of the Association policies.

4. Each active membership status will have one vote (Example: The husband and wife of a family farm have only one vote)

D. Dues and Assessments:

1. Payment:

i. All dues, application fees, and assessments shall be payable in U.S. currency. All dues shall be due and payable on or before January 1 preceding the membership year. Members failing to pay their annual dues and assessments shall forfeit their active membership as provided by these bylaws.

2. Dues and assessments shall be set by the Directors for the following member categories:

i. Active Members

ii. Associate Members

iii. Junior Members

3. Non-payment of dues and/or assessments: On January 1, each year, when the Treasurer of this Association has determined that dues and/or assessments for the current year have not been received, the member subject to these dues or assessments shall no longer be in good standing and active membership is forfeited.

4. To reactivate the membership, payment of first year dues and cattle assessments plus \$10.00 penalty must be made within six months of active membership.

5. Dues and cattle assessments are initially established as follows, but can be adjusted without revision of the Bylaws through the power given Directors in (D)(2) of this article:

i. Active Members first year registration fee is \$50.00 plus annual dues of \$25.00, for a total first year payment of \$75.00. Subsequent annual dues are \$25.00 plus \$1.00 per registered Lowline owned, up to 50 head.

ii. Associate member dues are \$25.00 annually.

iii. Youth dues are \$5.00 per youth annually.

Article III – Application, Election and Membership and Reapplication

A. Application:

1. Application for all classes of membership shall be made on the form prescribed by this Association. Application for membership shall be submitted to the Association. This Association shall charge an application fee as determined by the Directors.

B. Nondiscrimination:

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1. Nothing contained in the Bylaws of this Association shall operate against eligibility for membership in this Association on the grounds of color, religion, race, sex, age, national origin, political affiliation or physical disability.

C. Reapplication:

1. Any applicant for membership whose application is denied may reapply one year following the date in which said rejection becomes final. Should this second application be denied, said applicant may file a final reapplication two years after the date on which the rejection of the second application becomes final.

D. Denial of Membership:

1. Nothing herein contained shall prevent this Association from denying membership in any classification, if, in its discretion, any entity would not, through its membership, contribute to the general preservation of Lowline cattle, good of the profession, or to the reputation of this Association.

E. Termination of Membership:

1. Nothing herein contained shall prevent this Association from terminating membership in any classification, in its discretion, for fraud, misrepresentation, or deception, and for failure to provide accurate data on all registration transactions.

F. Reclassification:

1. The Association reserves the right to reclassify members as a result of any change in the status or type of practice of such a member.

Article IV – Directors

A. Composition:

1. The Directors shall be no less than eight (8), which include Chairman, Vice-Chairman, Secretary, Treasurer and each Standing Committee chairman. The Directors, including the Chairman, shall constitute the voting membership of the Directors.

B. Qualifications:

1. A Director shall be an active member of this Association entitled to vote. Should the status of any Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

C. Nomination and Election:

1. A Director shall be nominated and then elected by the Association's membership using mail-in ballot prior to the start of the fiscal year (this is what ALR's rule says). Terms begin on Jan. 1. Directors shall serve until successor Directors are duly elected. The Secretary of the Association shall promptly report the election to such

Directors to the membership. *Bylaws of the Northwest Lowline Association, effective October 31, 2010 Page 4 of*

D. Term of Office:

1. Chairman, Vice Chairman, Treasurer and Secretary: First term – 2 years; second term – 2 years; third term – 2 years. No Director shall serve more than three consecutive terms.
2. Standing Committee Members: The standing committee members – 1 year. Standing committee members may serve unlimited repeat terms.

E. Vacancy and Absence:

1. In the event the office of Chairman becomes vacant, the Vice Chairman shall succeed to the office of Chairman for the unexpired portion of the term. A vacancy in the office of Vice Chairman, Secretary and/or Treasurer shall be filled by the Directors for the remainder of the term. Such appointed office shall be filled by election at the next annual meeting of the Membership.
2. In the absence of the Chairman and Vice Chairman, a voting member of the Directors shall be elected by the Directors to Chairman pro-tem.

F. Powers

1. The Directors shall be the managing body of the Association, with full power to conduct all day-to-day working business of the Association subject to these bylaws.
2. Establish *ad interim* policies, rules and regulations not inconsistent with these bylaws to govern its organization and procedure essential to the management of the Association, provided however, that all such rules and regulations must be presented for approval at the next meeting of the Association membership.
3. The Chairman may call a special meeting of the Membership as provided in these bylaws.
4. The Directors shall establish assessments, fees and penalties to be paid by Active, Associate and Youth members of the Association and at least annually review such assessments, fees and penalties.

G. Authority:

1. The Directors shall not have authority to establish compensation for its directors, officers or otherwise nor shall it have authority to provide other benefits for payments to directors or officers of the Association. The Directors shall have no authority to pay the expenses of Directors, officers or others, which shall include but not be limited to travel and lodging in attending meetings which benefit the Association.

H. Meetings:

1. The Directors shall call an annual meeting of the membership.
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2. Special meetings: The Chairman may call a Special meeting of the Directors at any time. All special meetings shall require a minimum of 30 days notice to each member of the Directors unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.
3. The Directors will meet as required via electronic media. The meetings shall be recorded and made a part of the action of the Directors.
4. Quorum: A majority of the voting members of the Directors shall constitute a quorum.
5. Directors meetings and records of the meetings are open to any member in good standing.

D. Mail Vote:

1. Through the use of unanimous written consent, the Directors or any Standing Committee or Special Committee designated by the Directors may take any action without convening a meeting. The consent to the action taken must be in writing (includes email), must set forth the action so taken and must be executed by each member of the Directors or the Committee taking the action as required by these bylaws.
2. The context of the action and votes on it shall be recorded by the Secretary.

Article VI – Committees

A. Committee Involvement

1. Every committee's main goal is to represent the organization as a whole. All committees are to report back to the Directors. Committees should address the members through the Directors.
2. Members are encouraged to affect the growth of this organization by being on a committee. Any member in good standing may serve on the committee(s) of their choice.

B. Standing Committees

1. Standing committees of this Association may be created at any session of the Membership by majority vote for the purpose of performing duties of a continuing nature not otherwise assigned by these bylaws. The composition, chair, term, and responsibilities of such committees shall be set forth in the resolutions creating such committees.
2. The Standing committee shall also be subject to the qualifications and limitations imposed upon committees of this Association as explained in these bylaws.
3. Listing of Standing Committees
 - i. Youth
 - ii. Events

iii. Marketing / Sales

iv. Website/Newsletter

C. Special Committees

1. Special committees of this Association may be created by the membership or by the Directors for the purpose of performing duties not otherwise assigned by these bylaws. The authority of the appointment of members of a Special committee shall be set forth in the resolution creating such committee.

Article VII - Meetings

A. Annual Membership Meeting

1. The Directors shall determine the time and place for convening each annual meeting of the Association and to provide for the management and general arrangements of each meeting.
2. The Chairman shall appoint a special committee to coordinate the meeting agendas.
3. The Chairman shall submit a report of the annual meeting activities to the Membership.

B. Special Meetings

1. By two-thirds vote of the entire Directors, a Special Meeting of the Membership may be convened providing that the agenda and purpose for such meeting shall be published at least 45 days in advance of the date of the meeting to be held.
2. Only announced agenda items may be considered at a Special Meeting.

C. Committee Meetings

1. Standing and Special Committees may meet as necessary. Meetings shall be called by the respective chairpersons.
2. All such meetings shall record minutes which shall be forwarded to the Association's Secretary within one week following a meeting.
3. The Association's Secretary shall make Committee meeting minutes available to the Directors.

D. Mail Vote:

1. By unanimous consent, the Directors may direct the voting membership to take any action without convening a meeting. The consent to the action taken must be in writing (includes email), must set forth the action so taken and must be executed by each voting member of the Association according to these bylaws.
2. The context of the action and votes on it shall be recorded by the Secretary.

Article VIII – Resignation and Removal

A. Resignation

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1. Any elected officer may resign at any time by giving written notification to the Chairman or Vice Chairman of this Association. Such resignation shall take effect at the time specified therein or immediately if no time is specified.

B. Removal

1. Any elected officer representing the Association may be removed at any time by the Directors by a two-thirds vote of the legal votes cast. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the Membership and if so appealed shall be considered at the next duly scheduled meeting of the Membership. A two-thirds vote of the legal votes cast by the Membership shall be required to reverse the action taken by the Directors.

Article IX – Finances

A. Fiscal Year

1. The fiscal year of this association shall be a 12 month period beginning on January 1 and ending on December 31.

B. General Fund

1. The general fund shall consist of all monies received other than those specifically allocated to other funds by these bylaws. The general fund shall be used to meet all expenses incurred by this Association not otherwise provided for in these bylaws. The general fund may be divided into operating and reserve accounts at the discretion of the Directors.

C. Auditing of Accounts

1. At the discretion of the Directors, a Special committee shall be appointed to audit all accounts of this association.
2. The report of such audit shall be submitted to the Directors and made available to the Membership.

Article X - Indemnification

To the extent it has funds available to do so, the Association shall indemnify to the full extent authorized or permitted by the laws of the state of incorporation a person made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director of, officer of or a member elected or appointed to any position of responsibility within this Association. No assessments shall be placed on the general membership to provide such indemnification.

Article XI – Parliamentary Authority *Bylaws of the Northwest Lowline Association, effective October 31, 2010 Page 8 of 10*

The current edition of Robert's Rules of Order shall govern this Association in all parliamentary situations that are not provided for in the law or in this Association's corporate charter, bylaws or adopted rules.

Article XII – Amendments

A. Procedures

1. Proposals for amendment of these bylaws may be presented by any Active member in good standing, at any annual meeting of the Membership. All proposals will be considered by the Board. The Board will determine by majority vote whether or not to pursue the proposal for amendment. If the proposal is accepted by the majority vote of the Board, the Proposal for amendment of the bylaws will then be presented to the Membership at the next membership meeting or by mail in vote. Vote must pass by a two-thirds (2/3) vote of the legal votes cast.
2. These bylaws may be amended at the annual meeting of the Membership by a two-thirds (2/3) vote of the legal votes cast provided the proposed amendment shall have been presented in writing to the Membership at least 30 days prior to the meeting in which the amendment shall be considered.

Article XIII – Compensation

No compensation shall be paid and no part of the income of this Association shall be distributed to its directors or officers. In no case shall any part of the net earnings inure to the benefit of the private officer or director within the meaning of the Internal Revenue Code of the United States government.

Article XIV – Seal

The Association shall have no corporate seal. *Bylaws of the Northwest Lowline Association, effective October 31, 2010 Page 9 of 10*

Rules and Regulations Adopted by the Directors on October 31, 2010

The Northwest Lowline Association shall be referred to as NWLA hereinafter.

Rule I: NWLA Region Defined

The region of the NWLA will include the following states: Washington, Idaho and Oregon.

Rule II: Record-Keeping

The NWLA shall maintain an archive of the minutes of official meetings of the Directors, Standing committees, Membership meetings, financial statements and any other necessary business matters of the Association. Archives are open to any active member of the association who is in good standing.

Rule III: Erroneous Entry

Should any animal in the NWLA region be discovered by NWLA to be recorded or transferred in the American Lowline Registry (ALR) through error, misrepresentation or fraud, the Directors of the NWLA will pursue corrective action by following all rules written by the ALR and NWLA.

Notwithstanding anything herein contained, the NWLA assumes no responsibility, financial or otherwise, for any loss or damage that may be sustained by any individual, partnership, firm or corporation by reason of the suspension, cancellation or correction of any registration, transfer or other documents, or by reason of the rejection of any application for membership in the ALR. The Directors can make the decision to dismiss any animal from NWLA sponsored shows and/or shows for health and safety reasons.

Rule IV: Junior Membership

The NWLA will follow the ALR age requirements.

Rule V: Special Exemptions

Special exemptions to the above rules and regulations may be granted by a majority vote of the NWLA members with voting rights.

Rule VI: Duties

Chairman:

1. It shall be the duty of the Chairman to serve as an official representative of the Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the goals and policies of this Association; to serve as chairperson, and provide for the maintenance and supervision of all property owned or operated by the Association.
2. Establish and coordinate the meeting agendas.
3. Determine the necessity of bonding officers of the Association entrusted with Association funds if deemed necessary to do so.
4. Have all accounts of this Association be audited, if deemed necessary to do so.

5. Review the reports of any committees of the Association and make recommendations concerning such reports to the Association membership.
6. Submit an annual report of the Association activities to the membership
7. Be present at NWLA sponsored events when possible.
8. Perform such other duties as may be prescribed by these bylaws.

Vice Chairman:

1. It shall be the duty of the Vice Chairman to assume the duties of the Chairman in case of absences or incapacity of the Chairman.
2. To assist the Chairman at all times. He/she should have a working knowledge of all Chairman's duties.

Secretary:

1. It shall be the duty of the Secretary to keep a record of all meetings of the Membership of this Association and its Directors.
2. To perform such other duties as may be provided in these bylaws or as may be prescribed by the Membership or the Directors as usually pertains to the office of secretary.

Treasurer:

1. It shall be the duty of the Treasurer to manage and record all financial transactions of this Association and to submit a report of such proceedings to the Directors on demand and to the Membership at least annually.
2. To perform such other duties as may be provided in these bylaws or as may be prescribed by the Membership or the Directors as usually pertains to the office of Treasurer.

Standing Committee Chairs:

1. Promotions / Education / Youth (*responsibilities to be determined*)
2. Shows / Social (*responsibilities to be determined*)
3. Marketing / Sales (*responsibilities to be determined*)