

**CONSTITUTION AND BYLAWS**  
**AMERICAN BRAHMAN BREEDERS ASSOCIATION**  
**As adopted: February 19, 1996**  
**amended: May 19, 1997**  
**January 5, 1998**  
**October 17, 2000**  
**April 8, 2002**

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CONSTITUTION AND BYLAWS  
AMERICAN BRAHMAN BREEDERS ASSOCIATION

As Adopted: February 19, 1996

Amended: May 19, 1997

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ARTICLE I  
NAME, PURPOSE AND OBJECT

Section 1. NAME

The name of the Association shall be "American Brahman Breeders Association".

Section 2. PURPOSE AND OBJECT

The purpose and object of this Association is to promote the breeding of American Brahman cattle by all lawful and proper means; to keep proper records showing the pedigrees and transfer of ownership of all cattle entered in the American Brahman Herd Register and other Herd Books maintained by the Association; to assist in the arrangement and sponsorship of cattle exhibitions and shows for American Brahman cattle; to publicize and promote the acceptance and utilization of registered American Brahman cattle by advertising, educational programs and other proper means; to aid in the genetic improvement of the American Brahman breed and advancement of scientific education concerning the breeding of American Brahman cattle and to do such other things as may be in the interest of the American Brahman breed of cattle, none of which shall be for profit.

ARTICLE II  
MEMBERS

Section 1. MEMBERSHIP QUALIFICATIONS

- (a) ACTIVE MEMBER: An active member shall be a person, partnership, corporation, firm, trust or estate of reputable character who has paid such membership dues and any other membership fees as may be established by the Board of Directors. Any

member of a partnership who also hold a separate association membership shall be considered an active member if the partnership membership qualifies for active status. (Board 9/29/95)

- (b) JUNIOR ASSOCIATION: The Association allows members of the American Junior Brahman Association the privilege to register and transfer cattle at active member rates and these privileges will remain in effect until the minor reaches the age of nineteen (21) years; at such time, the individual shall apply for active membership in the Association to continue to receive membership privileges.
- (c) DESIGNATED REPRESENTATIVE: A partnership, corporation, firm, trust or estate, upon becoming an active member, shall promptly notify the Association in writing, the name of the person authorized to represent their respective organization, and such designated person shall have all of the rights, privileges and consideration of an individual member. An individual active member may also appoint a designated representative by following the same procedure.
  - (1) APPROVAL: A designated representative must be approved by the Board of Directors if the designated representative is not an active member of the Association.

## Section 2. METHOD OF MEMBERSHIP APPROVAL

Applications for membership shall be completed in writing and signed using forms for such purpose that are furnished by the Association. Applicants for active membership shall be admitted as an active member by a majority vote of the directors present at any regular or special meeting of the Board of Directors if the applicant is considered to be of reputable character and interested in the well being of the Association. If an application for membership should be rejected by the Board of Directors, the applicant may submit application at the next Annual Membership Meeting of the Association, when such application shall be approved or rejected by a majority of the members present and voting.

Section 3. MEMBERSHIP DUES AND FEES

Membership dues and other membership fees to be charged by the Association for the privilege of membership services and all fees charged for such services shall be fixed by the Board of Directors from time to time.

Section 4. CESSATION OF PRIVILEGES

- (a) RESIGNATION: All interest and privileges as a member of this Association and its property shall cease with resignation.
- (b) TRANSFER: A member may transfer his membership to an active breeder only if he sells to the new owner of the cattle the ranch (or membership) name and said name will continue to be used to register and transfer cattle; and further provided that said member makes affidavit that he has retired from the business of breeding females registered by the Association.
- (c) PARTNERSHIP DISSOLUTION: If a partnership shall dissolve, any partner shall be entitled to membership upon the payment of the membership fee. The partnership membership may be transferred to any partner, and in the case of dissolution of the partnership by death, the partnership membership may be transferred to the surviving partner(s) or heirs of the deceased upon presentation of acceptable evidence that such transfer can be made.
- (d) ESTATES: The administrator or executor of an estate of a member may register animals on behalf of the estate at member rates.

Section 5. DISCIPLINARY PROCEEDINGS INVOLVING MEMBERS

- (a) COMPLAINT OF VIOLATIVE CONDUCT
  - (1) INITIATED BY INDIVIDUAL: Any member or other interested person may make written complaint by registered certified mail to the Executive Vice President of the Association that a member thereof has engaged in

misrepresentation or misconduct in the connection with the breeding, exhibition, registration, purchase, sale or other transfer, BHIR performance records or Register of Renown records of animals in the Herd Books maintained by the Association, or has willfully violated any provision of the Charter, Constitution and Bylaws, or Rules of the Association, or has engaged in any act or conduct which may endanger the good order, welfare or credit of the Association (collectively referred to herein as "violative conduct"). The complaint shall be addressed to the Executive Vice President of the Association and shall contain a short and plain written statement of the facts alleged to constitute the violative conduct.

- (2) INITIATED BY EXECUTIVE COMMITTEE: The Executive Committee is empowered to initiate an investigation, whether or not a complaint has been filed by any member or other interested person, when it has sufficient cause to believe that any member has engaged in violative conduct, and in the event of such an investigation, the Executive Committee shall follow the same procedure and have the same powers as are provided herein where the complaint has been made to the Executive Vice President of the Association.
  - (3) INITIATED BY BOARD OF DIRECTORS: Notwithstanding the foregoing, the Board of Directors shall have the right to initiate an investigation of any alleged violative conduct, and to take disciplinary action upon its own initiative with respect to such provisions hereof regarding notice and hearing shall be applicable with respect to any such investigation, however initiated, or any such disciplinary action.
- (b) INITIAL INVESTIGATION: Upon receipt of a complaint, the Executive Vice President shall promptly forward it to the Chairman of the Executive

Committee and the Executive Committee shall promptly determine whether the allegations of the complaint would, if proven, constitute violative conduct. If the Executive Committee so finds, it shall make, or cause to be made, an investigation concerning the transactions made on the basis of the complaint and of any relevant matters in order to ascertain whether there is probable evidence to sustain the charges. The Executive Committee is empowered to designate any member(s) or employee(s) of the Association, or an agent or attorney, to conduct or assist in the investigation.

- (c) **NOTICE AND TEMPORARY SUSPENSION:** In connection with the investigation by the Executive Committee, the Executive Committee, following the delivery to the accused member by registered or certified mail addressed to the last known address of the accused appearing on the records of the Association, a copy of the complaint, shall have the power to require the accused member to appear before it upon ten (10) days prior written notice to make a full statement with respect to the subject matter of the charges, or, in its discretion, the Executive Committee may, upon like notice require the accused member to submit a written statement with respect to such charges. Should the accused member fail or refuse to make any required appearance or statement, the Executive Committee may, in its discretion, suspend all membership privileges of the accused member and require that his signature not be recognized for registration and/or transfer of cattle in the American Brahman Herd Register or in the other Herd Books maintained by the Association. The accused member shall be promptly notified of any such suspension, and such suspension shall continue in effect until the next meeting of the Board of Directors which may either terminate the suspension or continue it until the complaint has been considered by the Board of Directors in accordance with the procedures hereinafter stated.
- (d) **RIGHT OF HEARING:** Should the Executive Committee determine that there is probable evidence to sustain the charges it shall report that fact to the President of the Association. The President of the Association shall, by

registered or certified mail, promptly notify the accused member of such decision, and such notice shall contain a complete statement of the nature of the charges against such member. The notice shall specify the time and place for hearing the charges against the member of the Association, which shall be not less than twenty (20) nor more than sixty (60) days following the date of the notice, unless such time shall, for good cause, be extended by the Board of Directors following reasonable notice thereof to the accused member.

During the pendency of any investigation or proceeding before the Executive Committee or Board of Directors, the Executive Committee, in the event it shall have determined that there is probable cause to believe that the accused member may have engaged in violative conduct and referred the matter to the Board of Directors for hearing shall be authorized at any time prior to the hearing before the Board of Directors to issue an order suspending the accused member from privileges of the Association and specifying that his signature shall not be recognized for registration or transfer of cattle in the American Brahman Herd Register or in the other Herd Books maintained by the Association if the Executive Committee determines that such interim suspension is necessary to preserve the status quo of the respective positions of the Association and the accused member pending final determination of the charges. Notice of such interim suspension shall be promptly given to the accused member.

At the time and place specified in the notice of the hearing, the Board of Directors shall consider the specific charges made against the accused member as set forth in the notice of hearing, the investigation made by or at the request of the Board of Directors or Executive Committee, and written statement or statements made by the accused, any further evidence presented either by the person or persons making the charge or by the accused and any other relevant matter of proof offered in accordance with appropriate procedures for the conduct of such hearing established by the Board of Directors. The procedures shall be such as to afford the accused member the opportunity, with the assistance of counsel should he so elect, to present any relevant defense or other information bearing upon the charges against him.

- (e) **SUSPEND OR EXPEL:** Following such hearing, if a majority of the members of the Board of Directors present and voting at such meeting shall conclude that there is substantial evidence to support the charges made against the accused, the Board of Directors, may, in its discretion, suspend or expel the offender from the privileges of membership in the Association and provide that his signature shall not be recognized for registration and/or transfer of cattle in the American Brahman Herd Register or in the other Herd Books maintained by the Association, or impose such other appropriate penalties as it deems advisable in the circumstances.
  
- (f) **APPEAL:** If the Board of Directors finds the accused guilty of the charges made and imposes a penalty as above provided, the person so convicted shall have the right to appeal such findings and action at the next Annual Membership Meeting of the Association. In the event such person desires to appeal his conviction to the members, he shall so notify the Executive Vice President within thirty (30) days following the date of notice to such person of the action taken by the Board of Directors. Such Annual Membership Meeting shall then assume jurisdiction of the matter and shall then consider the charge made and review the record of the proceedings before the Board of Directors in accordance with proper procedures therefore to be established by the Board of Directors. Following review of such record, if in the judgment of a majority of members present and voting in person at such meeting the charge is sustained, the action of the Board of Directors shall be considered final. If a majority of the members present shall fail to sustain the charge it shall forthwith be withdrawn and the accused shall be restored to all rights and privileges existing prior to the filing of the complaint against him.

ARTICLE III  
OFFICERS, DUTIES, AND THEIR AUTHORITY

Section 1. OFFICERS OF THE ASSOCIATION

- (a) OFFICERS: A President, Vice President and Secretary-Treasurer shall each be elected by the Board of Directors at its First Meeting during a recess of the Annual Membership Meeting.
- (b) TERM OF OFFICE: Each officer's term of office shall be for one year and shall run until the Board of Directors elects new officers. No person shall serve as President for three consecutive terms.
- (c) ELIGIBILITY: No person shall be eligible to serve as an officer of this Association who has not served at least two years as a member of the Board of Directors.
- (d) OTHER QUALIFICATIONS: No person shall be eligible to serve as an officer of this Association who is not a current Director.
- (e) REMOVAL OF ELECTED OFFICERS: Any officer may be removed from office without cause by a two-thirds majority vote of the Directors present and voting at any regular or special meeting of the Board of Directors. In the event an officer is removed from office by the Board of Directors, the Board of Directors shall by a simple majority of those Directors present and voting elect a replacement officer.

Section 2. PRESIDENT

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the membership and meetings of the Board of Directors; shall generally oversee the affairs of the Association, report to the

Annual Meeting of the membership and make such recommendations to the Association as he may deem advisable and shall perform such other duties as prescribed by the parliamentary authority adopted by the Association. The President shall establish Association committees from time to time as he may deem advisable, or at the direction of the Board of Directors, except as otherwise provided for in the Constitution and Bylaws and Rules. The President shall be an ex officio member of all committees.

Section 3. VICE PRESIDENT

In the absence of the President or of his inability or refusal to act, the Vice President shall perform duties of the President.

Section 4. HONORARY VICE PRESIDENTS

Honorary Vice Presidents may be elected by the Board of Directors at the First Meeting of the Board of Directors held during a recess of the Annual Membership Meeting. Honorary Vice Presidents shall be elected for a one year term for significant contributions to the breeding and/or promotion of Brahman cattle and shall be privileged to attend all regular and special meetings of the Board of Directors, but shall not have the power to vote as a Director.

Section 5. SECRETARY-TREASURER

The Secretary-Treasurer shall be the corporate secretary of the Association and shall have authority, with other proper officers of the Association as authorized by the Constitution and Bylaws and Rules of the Association or by applicable law, to execute such contracts, instruments, or documents of the Association as may require his signature and when properly authorized, to affix the seal of the Association thereto and, when so affixed to attest the same signature; he shall be custodian of the cash funds and securities of the Association and shall during his term of office serve as Chairman of the Finance Committee; he shall deposit, disburse, invest or otherwise dispose of the cash funds and securities of the Association, as the Board of Directors may order, or may, by and with the consent of the Board of Directors, delegate to the Executive Vice President, Business Manager or other Association staff personnel any of the duties with which the Secretary-Treasurer is charged. The Secretary-Treasurer shall perform such other duties

from time to time to be prescribed by the Board of Directors or President and shall perform such other duties as prescribed by the parliamentary authority adopted by the Association.

Section 6.                   AUTHORITY TO CONTRACT FOR THE ASSOCIATION

The President or Secretary-Treasurer of the Association, such officer in each case acting together with the Executive Vice President of the Association, whose signature shall also be required, shall be authorized to execute all deeds, bonds, mortgages, contracts, agreements and other documents for all and on behalf of the Association, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall have been expressly delegated by the Board of Directors to an officer or agent of the Association; no other person or persons shall have authority to bind the Association, and no contract made by any officer of the Association, other than the officers herein specified or an officer or agent acting pursuant to specific Board of Directors authorization, shall be binding on the Association.

ARTICLE IV  
MEETINGS OF MEMBERS

Section 1.                   ANNUAL MEETING

An Annual Membership Meeting of the Association shall be held at a time and place designated by the Board of Directors, with written notice to be given to the membership no less than thirty days or more than forty-five days in advance of the meeting.

Section 2.                   SPECIAL MEETINGS

The President, Executive Committee or a majority of the Board of Directors may call a special meeting of the Association by giving written notice to the membership of the time and place of such meeting and of the business to be transacted at such meeting, at least thirty days in advance; provided, however, that no business shall come before such special meeting except that specified in the call.

Section 3. VOTING

- (a) RECORD DATE: Twenty days before the date of the Annual Membership Meeting or Special Meeting of the membership shall be the Record Date.
- (b) WHO MAY VOTE: Active members or their designated representatives may vote. No member shall cast more than one vote. Only those memberships on file with the Association by the Record Date and approved by the Board of Directors prior to the Annual Membership Meeting or Special Meeting of the membership, and only those designated representatives who have been appointed by the Record Date and otherwise qualify shall be entitled to vote at the Annual Membership Meeting or a Special Meeting of the membership.
- (c) VOTING BY PROXY: Any membership whether owned by an individual, partnership, corporation, firm, trust or estate, may vote by properly executing a proxy. A proxy to vote on behalf of an absent member at the Annual Membership Meeting or Special Meeting of the membership shall be executed in writing before the membership shall be executed in writing before a Notary Public and submitted to the Association not less than fourteen (14) days before the time of its use and shall specify the member or designated representative who will be executing the proxy vote. No one membership can vote more than two proxies.

Section 4. QUORUM

A quorum shall consist of thirty (30) or more active members in person or by proxy.

Section 5. ORDER OF BUSINESS

The order of business at the Annual Membership Meeting shall be: (a) Reading of minutes of the previous meeting and acting thereon; (b) Annual address of the President; (c) Report of the Executive Vice President; (d) Report of the Secretary-Treasurer; (e) Reports of Standing and Special Committees; (f) Report of proxies; (g) Election of

Area 14 Directors to the Board of Directors; (h) Unfinished Business; (i) New Business; (j) Adjournment.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. POWER OF BOARD OF DIRECTORS

The affairs of the Association shall be under control of a Board of Directors. Said Board of Directors shall govern all affairs of the Association, subject to the provisions of the Constitution and Bylaws and Rules. The Board of Directors shall from time to time enact, alter, amend or cancel such Rules as said Board of Directors may deem advisable for the proper conduct of affairs of the Association; such Rules shall be preserved in permanent form at the direction of the Board of Directors, and shall be published and copies thereof made available to the membership.

Section 2. ELECTION AND TERM OF OFFICE

- (a) NUMBER ON THE BOARD: The Board of Directors shall be composed of 44 elected Directors of which four will be elected from Area 14 (International) and ;
- (b) PAST PRESIDENTS: All past presidents of the Association shall also be members of the Board of Directors provided they maintain ACTIVE MEMBER Status as per ARTICLE III, Section 1. (a).
- (c) GEOGRAPHICAL AREAS: All elected Directors shall be elected by geographical area by the members who are bona fide residents of such areas, with the exception of Area 14 (International). These areas shall be designated as follows: (Texas shall constitute up to six of the defined areas according to the designation of counties which is attached and made a part of the Constitution and Bylaws with the exception of far West Texas which is part of Area 13.)

AREA 1 TEXAS (Counties)

Angelina  
Chambers  
Grimes

Newton  
Orange  
Polk

Hardin	Sabine
Jasper	San Augustine
Jefferson	San Jacinto
Liberty	Shelby
Madison	Trinity
Montgomery	Tyler
Nacogdoches	Walker

AREA 2 TEXAS (Counties)

Brazoria	Harris
Fort Bend	Waller
Galveston	

AREA 3 TEXAS (Counties)

Austin	Jackson
Bastrop	Lavaca
Brazos	Lee
Burleson	Matagorda
Colorado	Washington
Fayette	Wharton

AREA 4 TEXAS (Counties)

Aransas	Kendall
Atascosa	Kenedy
Bandera	Kerr
Blanco	Kinney
Bee	Kleberg
Bexar	La Salle
Brooks	Live Oak
Caldwell	Mc Mullen
Calhoun	Maveric
Cameron	Medina
Comal	Nueces
Dewitt	Real
Dimmitt	Refugio
Duval	San Patricio
Edwards	Starr
Frio	Uvalde
Gillespie	Val Verde
Goliad	Victoria
Gonzales	Webb
Guadalupe	Willacy
Hidalgo	Wilson

Jim Hogg  
Jim Wells  
Karnes

Zapata  
Zavala

AREA 6 TEXAS (Counties)

Anderson  
Archer  
Baylor  
Bell  
Bosque  
Bowie  
Brown  
Burnet  
Callahan  
Camp  
Cass  
Cherokee  
Clay  
Coleman  
Collin  
Comanche  
Cooke  
Coryell  
Dallas  
Delta  
Denton  
Eastland  
Ellis  
Erath  
Falls  
Fannin  
Foard  
Franklin  
Freestone  
Grayson  
Gregg  
Hamilton  
Milam  
Mills  
Montague  
Morris  
Navarro  
Palo Pinto  
Panola  
Parker

Hardeman  
Harrison  
Haskell  
Hays  
Henderson  
Hill  
Hood  
Hopkins  
Houston  
Hunt  
Jack  
Johnson  
Kaufman  
Knox  
Lamar  
Lampasas  
Leon  
Limestone  
Llano  
Marion  
Mason  
McCulloch  
McLennan  
Rusk  
San Saba  
Shackelford  
Smith  
Stephens  
Somervell  
Tarrant  
Throckmorton  
Titus  
Travis  
Upshur  
Van Zandt  
Wichita  
Wilbarger  
Williamson  
Wise  
Wood

Rains  
Red River  
Robertson  
Rockwall

Young

AREA 7 LOUISIANA

AREA 8 FLORIDA

AREA 11 ALABAMA AND MISSISSIPPI

AREA 12 EASTERN UNITED STATES

Connecticut  
Delaware  
Georgia  
Illinois  
Indiana  
Iowa  
Kentucky  
Maine  
Maryland  
Massachusetts  
Michigan  
Minnesota  
Missouri  
New Hampshire

New Jersey  
New York  
North Carolina  
Ohio  
Pennsylvania  
Rhode Island  
South Carolina  
Tennessee  
Vermont  
Virginia  
Washington D.C.  
West Virginia  
Wisconsin

AREA 13 ARKANSAS, KANSAS, NEBRASKA,  
OKLAHOMA & TEXAS (Counties)

Andrews  
Armstrong  
Bailey  
Borden  
Brewster  
Briscoe  
Carson  
Castro  
Childress  
Cochran  
Coke  
Collingsworth  
Concho  
Cottle  
Crane

Jones  
Kent  
Kimble  
King  
Lamb  
Lipscomb  
Loving  
Lubbock  
Lynn  
Martin  
Menard  
Midland  
Mitchell  
Moore  
Motley

Crockett	Nolan
Crosby	Ochiltree
Culberson	Oldham
Dallam	Parmer
Dawson	Pecos
Deaf Smith	Potter
Dickens	Randall
Ector	Regan
El Paso	Reeves
Fisher	Roberts
Floyd	Runnels
Gaines	Schleicher
Garza	Scurry
Glasscock	Sherman
Gray	Sterling
Hale	Stonewall
Hall	Sutton
Hansford	Swisher
Hartley	Taylor
Hemphill	Terrell
Hockley	Terry
Howard	Tom Green
Hudspeth	Upton
Hutchinson	Ward
Irion	Wheeler
Jeff Davis	Winkler
Jones	Yoakum

AREA 14 INTERNATIONAL

AREA 15 WESTERN UNITED STATES

Arizona	North Dakota
California	Oregon
Colorado	South Dakota
Idaho	Utah
Montana	Washington
Nevada	Wyoming
New Mexico	

- (d) BONA FIDE RESIDENT: An active member who lives in one area and owns cattle in another area shall be considered a member where he is a bona fide resident and his registrations shall be counted in the area in which he is a bona fide resident.

- (e) APPORTIONMENT: Directors shall be elected from each area, except Area 14 (International), in proportion to the number of registrations and Active Members in each area for the average of two calendar years prior to Annual Certification.
- (f) APPORTION FACTORS: The total number of Directors for each area, except Area 14 (International), shall be determined by each area's prorated share of the total number of Active Members and registrations except those of Area 14 (International); the number of Active Members shall have 10 times the weighted importance of registrations.
- (g) ANNUAL CERTIFICATION: The Executive Vice President shall inform the Board of Directors or the Executive Committee, whichever body meeting the day nearest to the first day of September of each year, of the number of registrations and active members of each ABBA area for the past two calendar years prior to year of annual certification; the Board of Directors or the Executive Committee, whichever is applicable, shall determine if the numbers of Directors for each area should be increased or decreased.
- (h) TERM OF OFFICE: Each elected Director shall be elected for a term of two years or until his successor commences his term as director. There shall be no limitation on the number of successive terms that a Director may serve. To the nearest possible number, one-half of the elected Directors from each area with multiple Directors shall be elected each year. Directors shall be elected to a term of two years except that additional Directors from each area with multiple Directors shall be elected each year. Directors shall be elected to a one year first term in order to assure that one half of each of the Area Directors will be elected each year. If, after an election, the need arises to choose between two or more persons to serve one or two year terms, the person/s with the least consecutive years of current service on the Board of Directors shall serve the one year term(s) and in the case of a tie for least service

then the position shall be filled by drawing of lots under the supervision of the Executive Committee.

- (i) **DIRECTOR NOMINATIONS:** Between October 1<sup>st</sup> and October 15<sup>th</sup> of each year, the Association shall mail to each member residing in Area 1 through Area 15, excluding Area 14, a ballot to nominate members as Director(s) from that area, provided a Director or Directors are to be elected from that area for the ensuing year or years. Members shall be instructed to select one name for each Director position to be filled and return the ballot to the Association office no later than November 15<sup>th</sup> of that year. Under the supervision of the Executive Committee, these ballots shall be tabulated and a second ballot consisting of the names of two persons for each Director position to be filled shall be mailed to the membership by area; these persons shall be members who received the most votes on the first ballot and are persons who have agreed to have their names placed on the ballot and who are qualified to serve as Director. In cases of ties, the second ballot may consist of more than two persons for each Director position to be filled. This second ballot shall be mailed to the membership in each area with instructions to vote for one person for each Director position to be filled. This second ballot shall be received in the Association office as of the date specified on the ballot which in no event shall be less than ten days prior to the Annual Membership Meeting and shall be tabulated in the same manner as the first ballot. The person or persons receiving the most votes by members residing in the area of the candidate's residence shall be elected and his term shall commence at the First Meeting of the Board of Directors that takes place during a recess of the Annual Membership Meeting. In cases of ties on this second ballot, the position shall be filled by drawing of lots under the supervision of the Executive Committee.
  
- (j) **NOMINATION OF INTERNATIONAL DIRECTOR(S):** The President shall appoint a committee of five active members of the Association who shall select one person from Area 14 (International) for each Director position to be filled from that area and shall place the

same in nomination at the Annual Membership Meeting.

Section 3. MEETINGS OF THE BOARD OF DIRECTORS

- (a) **FIRST MEETING:** The newly constituted Board of Directors shall meet during a recess of the Annual Membership Meeting for the express purpose of electing a President, Vice President, Secretary-Treasurer and six qualified Directors to serve as members of the Executive Committee and shall report the results of the elections to the reconvened Annual Membership Meeting.
- (b) **REGULAR MEETINGS:** Thereafter, meetings shall be held at a time and place designated by the Board of Directors. The President shall be the Chairman of the Board of Directors.
- (c) **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called on the order of the President or by a majority of the Board.
- (d) **QUORUM:** A quorum shall consist of one-half of the elected members of the Board of Directors.

Section 4. QUALIFICATIONS

- (a) **WHO MAY SERVE:** Any person who is an active member or who is a designated representative of an active member of the Association and who is entitled to vote on behalf of the active member at meetings of the membership shall be eligible to be a Director of the Association. For a person to be elected and serve their term as a Director they or the membership they represent must be enrolled in the Association's Brahman Herd Improvements Records program and they or the Membership they represent must register with the Association a minimum of 10 animals each year beginning with the calendar year prior to their nomination and the calendar year prior to the beginning of the second year of their term of office.
- (b) **EXCLUSIONS:** No person may hold a position of Director of the Association while serving as an officer or director of any other Bos Indicus recording

association within the United States and shall while so serving, cease to be a Director of the Association.

- (c) **RETIREMENT FROM BOARD:** Any member who has 20 years of continuous service on the Board of Directors, if he so desires, may retire and retain all privileges except voting.
- (d) **DIRECTOR EMERITUS:** The Board of Directors may elect one Director Emeritus annually. An individual to be eligible for such status, must be a Director with long, continuous and distinguished service to the Breed. Director Emeritus tenure shall have all the rights and privileges of a regularly elected Director. The total number of Directors Emeritus shall not exceed ten percent of the elected Board.

#### Section 5. VACANCIES

Vacancies in the Officers and Board of Directors positions of the Association shall be filled by the Board of Directors. Any person elected to fill a vacancy shall serve for the unexpired term of his or her predecessor and until a successor takes office.

#### Section 6. RESOLUTIONS OF THE BOARD OF DIRECTORS

Resolutions may be adopted by a majority of the members of the Board of Directors meeting in person or by individually or collectively signing a copy(ies) of such resolution. No resolution can be adopted which conflicts with the Constitution and Bylaws or Rules.

#### Section 7. FISCAL YEAR

Until otherwise provided by the Board of Directors, the Annual Fiscal period of the Association shall terminate the thirty-first day of December each year.

#### Section 8. BUDGET

The Board of Directors, before the expiration of the fiscal year, shall adopt a budget of expenditures for the next fiscal year. Said Budget shall be adhered to during the ensuing

fiscal year unless modified or amended by the Board of Directors.

Section 9. BONDS

The Board of Directors may secure the fidelity of any or all such officers and/or employees of the Association by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board of Directors.

Section 10. AUDIT

It shall be the duty of the Board of Directors to appoint a competent public accounting firm to annually examine the accounts of the Association.

Section 11. ORDER OF BUSINESS

The order of business of Directors Meetings shall be the same as that of the Annual Membership Meeting except those parts which are not applicable.

ARTICLE VI  
EXECUTIVE COMMITTEE

Section 1. COMPOSITION

An Executive Committee shall be created consisting of the President as Chairman, Vice President, Secretary-Treasurer, immediate Past President and six Directors elected by the Board of Directors. Elected members of the Executive Committee shall serve a term of one year and until the selection of his successor.

Section 2. POWERS OF THE EXECUTIVE COMMITTEE

Full power of the Board of Directors shall be vested in the Executive Committee between meetings of the Board of Directors except that the Executive Committee shall not have the authority to change any Rules of the Association and all actions of the Executive Committee are subject to ratification by the Board of Directors.

Section 3. ELIGIBILITY

No person shall be eligible to serve on the Executive Committee who has not served at least two years as a member of the Board of Directors. No person can be re-elected to serve a consecutive term on the Executive Committee if that person has not attended at least 50% of the Executive Committee meetings during his term of office.

Section 4. MEETINGS

Meetings of the Executive Committee shall be called by the President or a majority of the Executive Committee when in their judgment the business of the Association requires.

ARTICLE VII  
ADMINISTRATIVE STAFF

Section 1. EXECUTIVE VICE PRESIDENT

An Executive Vice President shall be appointed by the Board of Directors and shall hold his office during its pleasure and shall receive such compensation as the Board of Directors may fix. The Executive Vice President shall be the managing and administrative officer of the Association and in the absence, disability or inability of the President and Vice President to act, he shall perform the duties and exercise the powers of the Chief Executive Officer of the Association. Unless contrary provision be made by the Board of Directors and subject to such limitations as may be imposed by the Board of Directors, the Executive Vice President 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. The Executive Vice President 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 shall make all reports and statements required by laws of the United States, the State of Texas or any other state or other duly constituted and established public governmental authority or as may be required by the Board of Directors; he shall be responsible

to the Board of Directors for the proper conduct and operation of the affairs of the Association; he shall be the corresponding officer of the Association; he shall issue all notices of the meetings and execute all orders of the Board of Directors concerning matters pertaining to his office, and shall perform all other duties properly ordered by the President or the Board of Directors or which usually pertain to the office of Executive Vice President.

## Section 2.

### OTHER ADMINISTRATIVE STAFF POSITIONS

The Executive Vice President, by and with the consent of the Board of Directors, shall establish or eliminate such administrative staff positions as are required for the efficient operation of affairs of the Association; he will establish and amend the duties and responsibilities of each such staff position, which may include, but is not limited to, the following:

- (a) **DIRECTOR OF COMMUNICATIONS:** The Director of Communications shall be responsible for the conduct of all educational and promotional programs engaged in by the Association and shall represent the Association at the direction of the Executive Vice President; he will have responsibility for administration of youth programs sponsored by the Association, shall coordinate the activities of affiliate associations and shall supervise such personnel as may be required for performance of duties imposed hereunder; and he shall perform all other duties properly ordered by the Executive Vice President or the Board of Directors or which usually pertain to the position of Director of Communications.
  
- (b) **DIRECTOR OF ASSOCIATION SERVICES:** The Director of Association Services shall be responsible for administration of the Association's performance program, Brahman Herd Improvement Records and shall represent the Association at the direction of the Executive Vice President; shall have primary association responsibility in the area of new members, research, artificial breeding and blood typing; shall supervise such personnel as may be required for performance of the duties imposed hereunder; and shall perform all other duties properly ordered by the Executive Vice President or the Board

of Directors or which usually pertain to the position of Director of Association Services.

- (b) **DIRECTOR OF ACCOUNTING:** The Director of Accounting shall keep such accounts and financial records as may be requested by the Secretary-Treasurer and/or Executive Vice President; shall prepare budgets and financial documents as required for the efficient operation of the Association; shall sign checks issued by the Association; shall administer payroll, purchasing, personnel records and perform all other functions that pertain to the general business administration of the Association; shall supervise such personnel as may be required for performance of the duties imposed hereunder; and shall perform all other duties properly ordered by the Executive Vice President or the Board of Directors or which usually pertain to the position of Director of Accounting.
- (c) **RECORDING SECRETARY:** The Recording Secretary shall be responsible for maintaining the American Brahman Herd Register and other Herd Books maintained by the Association of the Association. The Recording Secretary shall receive and verify entries for insertion in the Herd Register and Herd Books subject to the Rules of the Association; shall sign and issue all certificates of registration and recordation and keep a record of all such certificates issued; shall keep files and documents constituting the authority for pedigrees and hold them subject to any member of the Association; shall keep a record of all certificates of membership shall supervise such personnel as may be required for performance of the duties imposed hereunder; and shall perform all other duties properly ordered by the Executive Vice President of Board of Directors or which usually pertain to the position of Recording Secretary.

#### ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are

not inconsistent with these Constitution and Bylaws and any special rules of order the Association may adopt.

## ARTICLE IX BRAHMAN HERD REGISTER

### Section 1. HERD REGISTER AND HERD BOOKS

The Recording Secretary shall cause to be kept and preserved in the office of the Association full and complete records known as the American Brahman Herd Register, American Gyr Herd Book, American Nelore Herd Book, American Indu Brazil Herd Book, American Guzerat Herd Book, American Tabapua Herd Book and American Red and Grey Brahman Herd Book; these full and complete records shall include the ownership brand and animal identification number, sex, date of birth, owner, sire and dam of every animal offered for entry in said American Brahman Register or other Herd Books maintained by the Association in accordance with the Rules governing entries therein; and shall also include all subsequent transfers of ownership of animals so recorded.

### Section 2. RULES GOVERNING ENTRIES AND TRANSFERS

The Board of Directors shall from time to time establish and amend Rules governing entries and transfers in and on such records and from time to time shall establish and amend fees to be paid by members and non-members as a condition to such entries and transfers and for the issuance of certificates thereof. The Board of Directors shall have power to set penalties which shall be collected as a condition to such entry or transfer from members and non-members who shall present an application for registration or transfer under such circumstances as shall, in the judgment of the Board of Directors, warrant the imposition of such penalty. The Rules adopted by the Board of Directors from time to time governing the entries and transfers on such records, together with any fees and penalties established by the Board of Directors, shall be printed and distributed to the members of the Association and to such other persons as the Board of Directors may deem advisable and shall be binding upon members and upon all other persons who shall apply for registrations, transfers or other action pursuant thereto.

Section 3.           PROFORMA REGISTRATION

In case of the disappearance or persistent neglect or unreasonable refusal of the owner of the sire or of the breeder of an animal to sign an application for registration and upon satisfactory evidence being submitted to the Executive Committee, the Executive Committee may, at its discretion, instruct the Recording Secretary to register said animal without the signature of the owner of the sire or of the breeder, or of both; the Executive Committee may require verification of parentage of such offspring via blood typing, at the expense of the current owner.

Section 4.           PROFORMA TRANSFER OF OWNERSHIP

In case of the disappearance of or persistent neglect or unreasonable refusal of the seller of an animal to submit to the Association the registration or recordation certificate with a properly executed application for transfer of ownership, the record of such transfer may be made by the Recording Secretary upon approval of the Executive Committee, based on satisfactory evidence of the sale and delivery of the animal. Such evidence shall include the purchaser's affidavit setting forth the facts and sworn to or affirmed before a Notary Public. Each such affidavit must be accompanied by proof of sale and payment in full of the purchase price of the animal or by evidence of an agreement to sell, purchase or transfer, including the terms and conditions of service, if any, in the case of females.

Section 5.           FRAUDULENT ENTRIES OR TRANSFERS

The Recording Secretary shall defer action on applications for entry (registrations) or transfers of any animal or animals when, in the judgment of the Recording Secretary, there are real or apparent irregularities in said applications; said deferred applications shall be submitted to the Executive Committee at its next regular meeting for approval or disapproval. Should any animal have been admitted to entry or transferred through misrepresentation or fraud, the Executive Committee shall, on discovery of same, declare the entry or transfer void, together with any entries that may have been made descendants of such animal. When an

animal shall have been entered or transferred through misrepresentation or fraud, the Executive Committee may direct the Recording Secretary to refuse for record any subsequent entry or transfer dependent upon the signature of any person implicated in such fraudulent entry or transfer.

Section 6.                   **RESPONSIBILITY OF THE ASSOCIATION**

Every certificate of registration and of transfer of ownership is based on information on the application thereof. The American Brahman Breeders Association assumes no responsibility for damages which may result from any certificate issued on erroneous or fraudulent information or damages resulting from striking any animal so registered or transferred from the American Brahman Herd Register or from any other Herd Book maintained by the Association.

Section 7.                   **BRAHMAN HERD IMPROVEMENT RECORDS PROGRAM**

The Association shall maintain a system of performance records known as the Brahman Herd Improvement Records program in compliance with Rules set forth by the Board of Directors.

Section 8.                   **REGISTER OF RENOWN**

The Association shall maintain a system of records known as the Brahman Register of Renown. Sires and/or dams of animals exhibited in shows approved by the Association shall be enrolled in the American Brahman Register of Renown in compliance with the Rules set forth by the Board of Directors.

Section 9.                   **MATERNAL MERIT PROGRAM**

The Association shall maintain a system of records known as the Maternal Merit Program. Females registered in the Books of the Association that have excelled in certain maternal traits shall be enrolled in the Brahman Maternal Merit Program with the Rules set forth by the Board of Directors.

Section 10.               **RELEASE OF PERFORMANCE INFORMATION**

All persons who submit performance information on cattle to be registered, certified, enrolled or to be entered in the Brahman Herd Improvement Records (BHIR) program shall understand and agree that these records will be used for research, development and publication of a National Sire Summary for the American Brahman breed that will be available to the Association membership and any other interested persons.

#### ARTICLE X AMENDING THE CONSTITUTION AND BYLAWS

Any proposed amendment to the Constitution and Bylaws that is approved by a majority of the Board of Directors shall be mailed by the Association to all active members within 30 days after the date on which it was approved by the Board of Directors along with a ballot form and a draft of the proposed amendment. Ballots shall be executed, returned to and tabulated by an independent third party appointed by the President. Only those votes returned to the independent third party no less than sixty days from the date on which the ballots were sent shall be counted, and if the amendment receives the affirmative vote of a two thirds majority of the votes cast, it shall be effective immediately.

