

South Central Highland Cattle Association

By-Laws

The purpose of The Association is to foster the growth of a community of breeders and prospective breeders dedicated to sharing information and encouraging the continuous improvement of the Highland Cattle breed.

Mission Statement from South Central Highland Cattle Association

The South Central Highland Cattle Association (SCHCA) shall promote education, camaraderie, and instill passion in its members, while preserving the integrity of the highland breed.

ARTICLE I MEMBERSHIP

SECTION 1. Name. The By-Laws are adopted for the *South Central Highland Cattle Association or SCHCA*, a Texas registered non-profit organization.

SECTION 2. Members. Membership in this Association shall be unlimited in number and shall consist of such classes of membership and with such membership fees as shall from time to time be determined by the Board of Directors. The Board of Directors may provide for non-transferable life memberships and classes of voting and non-voting memberships as the Board deems appropriate. Membership is open, however voting members must own or have owned AHCA registered highland cattle and be a full member in good standing with the American Highland Cattle Association. The Board of Directors shall publish, in writing, the terms and conditions of membership (by class) from time to time and shall enforce its policies to protect the Association and its members. Members shall be those who adhere to the purposes of the Association. The Board of Directors may decline or terminate membership to any person for reasons it considers appropriate for the welfare of the corporation or the breed of Highland Cattle. A registry of paid memberships shall be kept by the Treasurer. Membership list shall be kept updated by the Secretary in consultation with the Treasurer.

ARTICLE II RIGHTS AND LIABILITIES OF DIRECTORS

SECTION 1. Property Interest of Directors. No director of the Association shall have any right, title, or interest in or to any property or assets of the Association.

SECTION 2. Non-Liability for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the Association, and no director shall be liable or responsible for any debts or liabilities of the Association.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Association shall be managed by a Board of five directors. Additionally, an elected member shall serve as Regional Director on the Board of the American Highland Cattle Association. The Regional Director shall also attend the regular meetings of the South Central Highland Cattle Association and shall have a voice, but not vote at such meetings. All Directors of SCHCA shall be concurrent members of the associated national organization, the American Highland Cattle Association (AHCA)

SECTION 2. Directors. The five regular directors referred to above shall be elected, by members, at the annual meeting of the year their term ends. They will take office the July of the same year elected. Each director's term shall run for three years, until the election of their successors, with a two-term limit. After serving two consecutive elected terms, a director shall not be eligible for re-election for one year, until the election of their successors. The term of the Regional Director on the AHCA Board shall be three years, until the election of their successors, with a two-term limit. After serving two consecutive elected terms, a director shall not be eligible for re-election for one year, save as hereinafter provided. Vacancies among regular directors and the Regional Director occurring between annual meetings may be filled by appointment by the President. If a director is absent from more than two meetings of the Board, said absence not being excused by a majority of the other directors, the remaining directors may declare the position vacant. A majority of regular directors shall constitute a quorum. However, the directors may act without a meeting if the action be approved in writing by all directors.

SECTION 3. Directors and Officers shall receive no compensation.

SECTION 4. As a director of South Central Highland Cattle Association, you cannot be 21 years of age or younger. To be a director of South Central Highland Cattle Association you cannot have served as an officer or a BOD of an alternate Highland association or a non-affiliate of (AHCA) in the last 5 years. In addition, you must be a voting member in good standing of the South Central Highland Cattle Association and a full member of the American Highland Cattle Association (AHCA) as defined by their most current governing bylaws.

ARTICLE IV ANNUAL MEETING OF MEMBERS

SECTION 1. Regular Annual Meeting. The Secretary shall give at least thirty days written notice of the time, date and location of the regular annual meeting of members, which shall be held once in each calendar year, as determined by the members at the previous meeting. A quorum shall consist of all members present. The members shall elect the regular directors and regional director, fill any vacancies among said regular or regional directors on the Board, elect a President and a Vice President, pass upon reports of the previous fiscal year and transact such other business as may come before them.

SECTION 2. Special Meetings. Special meetings of members may be called by the President or by a majority of the board of directors, on at least 30 days written notice by the Secretary. The notice shall specify the time, date and place of meeting, and the purpose thereof. No business shall be transacted at such special meeting save that specified in the notice. A quorum shall consist of at least one-third of the voting members.

SECTION 3. Order of Business. The order of business at any regular meeting and so far, as possible at all other meetings shall be as follows:

- a) Calling to order and proof of quorum;
- b) Proof of Notice of Meeting;
- c) Reading and action on any unapproved minutes;
- d) Reports of officers and committees;
- e) Unfinished business;
- f) Election of a President and Vice President, election or acknowledgment of regional directors and election of regular directors, in that order;
- g) New business; and
- h) Adjournment.

Any questions as to the format or decorum of the meeting shall be governed by Roberts Rules of Order.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. Regular Annual Meeting. A regular annual meeting of directors shall be held following the regular annual meeting of members each year. The President shall notify the directors of the time and place. At the meeting, the board shall elect a Secretary and a Treasurer and transact such other business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings may be called by action of the board, or by the President. The Secretary shall give at least 30 days written notice of special meetings of the Board unless this period is shortened by unanimous consent of all board members.

SECTION 3. Quorum. A majority of the regular members of the Board shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further that the Secretary shall notify any absent director of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 4. Committees. The Board of Directors may establish committees as it sees fit. The committee members shall designate a chairman of each committee. Said chairman shall report to the Board with respect to the subject matters of his or her committee.

SECTION 5. Alternate Meetings. Meetings of the Board may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting in that manner shall be counted towards a quorum and constitute presence at such meeting. The minutes of said alternate meeting shall be subject to approval and ratification by the Board at the next regularly called meeting.

ARTICLE VI

OFFICERS

SECTION 1. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. The President and Vice President shall be members of the Board. An officer shall be in good standing with their membership of South Central Highland Cattle Association and American Highland Cattle Association. As an officer of South Central Highland Cattle Association, you cannot be 21 years of age or younger. An officer of South Central Highland Cattle Association must not have served as an officer or a BOD of an alternate Highland association or a non-affiliate (to AHCA) in the past 5 years. In addition, any officer of the South Central Highland Cattle Association shall be a voting member in good standing of the South Central Highland Cattle Association and also a full member of the American Highland Cattle Association (AHCA) as defined by their most current governing bylaws.

SECTION 2. Election and Terms. The President and Vice President shall be elected at the regular annual meeting of members and shall serve until their successors are elected or until the officer becomes incapacitated, resigns, or is removed. The President and President Elect shall not hold a given office for more than two (2) consecutive terms. The Secretary and Treasurer shall be appointed by the Board. Vacancies in office may be filled by the Board, and officers may be removed by the Board. Notwithstanding any other provision of these by-laws the President may serve even though his or her term shall have expired at the regular annual meeting when elected.

SECTION 3. President. The President shall:

- a) Be the principal executive officer of the Association, and unless otherwise determined by the members of the Board shall preside at all meetings of the members of the Board;
- b) May sign any contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed;
- c) In general, perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 4. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the Board. In absence of both President and Vice President at a lawful meeting of the Board, the most senior director in years of continuous service shall preside.

SECTION 5. Secretary. The Secretary shall:

- a) Keep the minutes of the meeting of the members and of the Board in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with these By-Laws or as required by law;
- c) Be custodian of the Association records and of the seal of the Association and affix the seal of the Association to documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws;
- d) Keep a register of the names and post office addresses of all directors and members;
- e) Keep on file at all times a complete copy of the Articles of Incorporation and By-Laws of the Association containing all amendments thereto (which copy shall always be open to the inspection of any director), and at the expense of the Association forward a copy of the By-Laws and of all amendments thereto to each director; f) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him or her by the Board.

SECTION 6. Treasurer. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Association;
- b) Be responsible for the receipt of and issuance of receipts for all moneys due and payable to the Association from whatever source, and for prompt deposit of all such moneys in the name of the Association in such bank or banks as shall be selected in accordance with these By-Laws; c) Be responsible for all disbursements of the Association consistent with budgets adopted by the Board from appropriate accounts;
- d) Assist auditors in conducting their audit or review of the Association's books and records;
- e) Issue or cause to be issued, all certificates of registration, F-1 certificate of registration, or other certifications which may be required by the Rules and Regulations from time to time adopted by the Board; and
- f) Perform all the duties incidental to the office of Treasurer and such other duties as may be assigned from time to time by the Board.

SECTION 7. Bonds of Officers/Agents

The Secretary, Treasurer and any other Officer or agent of the Corporation charged with the responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board may determine. The costs of the bond or surety shall be assumed by the Corporation.

SECTION 8. Resignation of Officers

Any Officer may resign at any time by delivering a written resignation to the President or Secretary, or Treasurer of the Corporation. The acceptance of a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation). An officer may resign as an Officer without resigning from the Board.

SECTION 9. Removal of Officers

Any officer may be removed at any time by a vote of two-thirds of the Directors then in office.

SECTION 10. Assistant Secretary(s).

If one or more shall be elected, the Assistant Secretary shall serve in the absence of the Secretary and shall have all the authority and duties vested in the Secretary. He or she shall perform such duties as may be assigned to him or her by the Secretary or the Board of Directors.

SECTION 11. Assistant Treasurer(s).

If one or more shall be elected, the Assistant Treasurer shall serve in the absence of the Treasurer and shall have all the authority and duties vested in the Treasurer. He or she shall perform such duties as may be assigned to him or her by the Treasurer or the Board of Directors.

SECTION 12. Vacancies

Any vacant office may be filled for the unexpired portion of the term by the Board at one of its regular meetings or a special meeting called for that purpose.

ARTICLE VII

NON-PROFIT OPERATION

The Association shall at all times be operated on a not-for-profit basis, and no interest or dividends shall be paid or payable by the Association to any director as such and shall be operated for the charitable purposes for which said Association was created.

ARTICLE VIII FINANCIAL TRANSACTIONS

SECTION 1. Contracts. Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts. Etc. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association shall be signed by such officers, agent or agents, employee or employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. Deposits. All funds of the Association shall be deposited in a timely manner to the credit of the Association in such bank or banks as the Treasurer may select subject to the Board's approval.

SECTION 4. Fiscal Year. The fiscal year of the Association shall begin on the first day of July and shall end on the last day of June.

ARTICLE IX MISCELLANEOUS

SECTION 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required to be given by these By-Laws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by 5 such directors except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

SECTION 2. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these By-Laws as it may deem advisable for the management of the business and affairs of the Association including fees to be charged for registration from time to time, and rules for admission, suspension and expulsion from the Association.

ARTICLE X AMENDMENTS

These By-Laws may be amended by the directors at any regular or special meeting of directors if notice of such meeting shall have contained a copy of the proposed amendment provided that such amendment is approved at the next regular or special meeting of the members and further provided that Article VII may not be amended.

South Central Highland Cattle Association

Rules & Regulations

DUES

Dues shall be determined by the Board of Directors for both life and annual members and for such other categories as the Board may determine.

WARRANTIES.

SCHCA makes no warranty whatsoever regarding the accuracy of the data published in its list of breeders. SCHCA expressly denies that it performs any independent research as to accuracy of information supplied to it.

OBLIGATIONS.

No person is authorized to incur obligations for SCHCA, or extend any sums belonging to SCHCA, outside of the budget as adopted by and approved by the Board or unless the Board specifically authorizes such obligation or expenditure. Amounts allocated to items within the budget of a program may, however, be modified by the program chairman for that program, upon obtaining approval from the finance chairman as long as the total program cost is not thereby exceeded.

SHOWS AND SALES.

The Board may from time to time designate a Show and/or Sale. Rules for such shows and sales shall be adopted by the Board. Roll of Excellence (ROE) participants must follow the IAFE National Code of Show Ring Ethics.

Attachment A

Initial Election: The President and Vice President of the charter association will remain in office for one election cycle. Candidates for the three remaining directors will be nominated by the association members and voted on. The five candidates with the most nominations will then be voted on by the association members to select the remaining three Board of Directors

The initial election for the Board of Directors will be nominated via email vote, by members, in Spring 2021 and will take position immediately; however, they will serve an elongated term to stay on the fiscal cycle.

For the initial election cycle, the Terms of the Directors and Officers will be as indicated in the following chart. This will hold only for the first election cycle, subsequent cycles and terms will be as defined in Article III Section 2 above.

Position	Term
President	3 Years
Vice President	2 Year
Director #1	3 Years
Director #2	2 Year
Director #3	3 Years
Regional Director	3 Years (Appointed by Board)
Secretary	3 Year (Appointed by Board)
Treasurer	2 Years (Appointed by Board)

*Secretary & Treasurer can be the same person in which case the Term will be for two years.

The purpose for this revised schedule is to set the organization up with a leadership structure that will have continuity throughout the annual election cycle with roughly 50% of the board being voted on each year. Structuring things this way will ensure that experienced leadership will always be a part of the board, providing for a seamless and stable leadership team for the organization.

Attachment B

Membership Types

Voting Member

To be a voting member of SCHCA a person or entity must comply with the following: own or have previously owned purebred Highland cattle registered with AHCA or be an AHCA life member; current in the payment of annual dues of SCHCA and AHCA; and for those seeking renewal, remain as a member in good standing of both SCHCA and AHCA.

Membership may be held by individuals or business entities. Individuals may hold ownership individually or with others. Ownership with others may be joint ownership with or without the right of survivorship.

Members are deemed to be in good standing if their dues are fully paid to the South Central Highland Cattle Association, are in good standing with the American Highland Association, and there is no action pending against said Member(s) by the Board of this Corporation.

Non-Voting Member

To be a non-voting member of the SCHCA a person or entity must comply with the following: be current in the payment of annual dues of the SCHCA and have an interest in learning about and preserving the purebred Highland Cattle Breed.

Membership may be held by individuals or business entities.

Junior Member

To be a Junior Member of the SCHCA, a person must comply with the following: Have an interest in learning about the Highland Cattle breed, participating in any SCHCA sponsored Shows or Sales should they occur. Junior membership is available for ages 8-21 years. Junior membership is at no cost and has no voting rights; however, to have voting rights, you must be a voting member of AHCA and SCHCA.

Membership Directory

The membership directory is intended as a communications tool for our members, prospective owners, and Highland enthusiasts, and should not be used for personal gain other than the marketing of Highland cattle and products.

Membership Directory. For those who do not wish to have their name and contact information published in association material, a request in writing should be submitted to the SCHCA secretary.

Annual Dues

Voting Member	\$30
Non-Voting Member	\$30
Junior Member	\$0

