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Texas Braunvieh Association
By-Laws
(October 27, 2026)

CONSTITUTION AND BY-LAWS OF THE TEXAS BRAUNVIEH ASSOCIATION, INC

A Texas 501(C)5 Non-Profit Non-Tax-Exempt Corporation

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A Texas 501(C)5 Non-Profit Non-Tax-Exempt Corporation

Article I

NAME, PURPOSE, MISSION, AND NON-PROFIT STATUS

SECTION 1. NAME

The name of this 501(c)5 [Non-Tax Exempt] non-profit corporation is and shall be TEXAS. BRAUNVIEH ASSOCIATION (hereinafter, "the Association" or "TBA")

SECTION 2. PURPOSE AND MISSION

The Texas Braunvieh Association is dedicated to the growth and development of the Braunvieh. breed, while nurturing and empowering future young Braunvieh owners.

Our mission is to promote the exceptional qualities of Braunvieh cattle and cultivate a vibrant community that supports the breed's advancement and the success of its enthusiasts.

SECTION 3. NON-PROFIT STATUS

The Association is and shall be recorded with the State of Texas as a 501(c)5 [non-Tax-exempt] non-profit corporation and in compliance with its Articles of Incorporation or Certificate of Incorporation, this corporation is and always shall be a non-profit organization and no stock. shall ever be issued, and no Member shall ever receive any profit or anything of pecuniary value for his or her membership, either during the operation of the corporation or upon its dissolution, or the liquidation of any of the corporation's assets of any kind. The Directors and Officers in office at such time shall, in accordance with the laws applicable to non-profit corporations like or similar to the Association, continue to act as trustees for the benefit of all persons, and after liquidation of all assets, cause any net proceeds to be distributed in pursuance of the objectives and purposes of this corporation as stated in its articles of Incorporation or Certificate of Incorporation and herein, and to pay such net proceeds over to a charitable or non-profit organizations in the State of Texas or, if not practical, elsewhere in the United States, carrying on functions most similar to the purposes for which this corporation is organized. Donations to TBA are not IRS Tax Deductible

SECTION 4. REGISTERED OFFICE AND REGISTERED AGENT

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

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Article II

Membership:

Section 1: Any person or legal entity may at any time in writing to the Board of Directors for membership in the Texas Braunvieh Association, Inc. Such application shall be upon a form prescribed by the Board of Directors, be complete on its face and affirmatively shows that applicant meets all qualifications and requirements for such membership and be accompanied by payment of the prescribed dues for the full fiscal year in which the application is filed. Such application shall be tentatively accepted by the President or Executive Secretary and filed if he or she finds that all qualifications and requirements, except approval and acceptance by the Board of Directors, have been met and applicant shall thereupon be provisionally entitled to the privileges of membership, except the right to vote, pending action thereon by the Board of Directors at its first regular or special meeting thereafter.

Renewal of Membership:

Section 2: All memberships shall be renewed annually, which may be done by any member in good standing at the close of the preceding fiscal year by payment of the annual dues for the ensuing year, without further application; provided that all such renewals represented by tendered dues shall be subject to approval and acceptance of the Board of Directors at its first meeting, regular or special, following the tendered payment.

Approval of Membership:

Section 3: All applications for membership or for renewal of membership shall be subject to approval and acceptance by the Board of Directors at its first meeting, regular or special, after the filing of the application in the President's or Executive Secretary's office. Any such application for membership or renewal of membership shall be deemed to have been approved and accepted by the Board of Directors unless the same shall be affirmatively disapproved. In the event of such disapproval, all tendered dues shall be refunded to the applicant with notice of rejection, and such applicant shall not be entitled to any further privilege or right of membership. No reason for rejection need be recorded or given to anyone.

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Members:

Section 4: The Corporation shall have members who shall be divided into five (5) membership classes designated as follows: (A) Active Members, (B) Associate Members, (C) Non-Resident Members, (D) Junior Members, and (E) Honorary Members

(A) Active Members. Active Members shall be residents of the State of Texas and engaged in breeding registered Braunvieh cattle. In the case of a partnership or corporation based in the State of Texas, the designated voting member shall be a resident of the State of Texas.

(B) Associate Members. Associate Members shall be residents of the State. of Texas who are interested in Braunvieh cattle other than as a registered breeder.

(C) Non-Resident Members. Non-Resident Members are breeders, or a person or legal entity otherwise interested in Braunvieh cattle who are non-residents of the State of Texas, but who are residents of the United States of America.

(D) Junior Members. Junior Members shall be members who have not reached their twenty-second (22nd) birthday as of the beginning of the current fiscal year, and who is interested in Braunvieh cattle. Junior Members shall not be eligible for director position on the Texas Braunvieh Assocation Board of Directors.

(E) Honorary Members. Honorary Members shall be a person or legal entity otherwise interested in promoting Braunvieh cattle, the Texas Braunvieh Association, or any of the junior programs associated with the Texas Braunvieh Association. They should have made an outstanding contribution to the development of Braunvieh cattle, the Texas Braunvieh Association, or any junior programs associated with the Texas Braunvieh Association. They must be nominated by an active member. Honorary members shall not be entitled to vote. on any matters nor may they be elected as officers of the corporation.

Annual Dues:

Section 5: Annual dues, set by the Board of Directors, shall be paid by each member in all classes of membership, Annual dues shall be payable in advance with each application for membership, and on or before the first day of the fiscal year by each applicant for renewal of membership. Every member who fails to pay his or her annual dues for the ensuing fiscal year on or before the last day of the second month of the ensuing fiscal year shall be dropped from the membership rolls and shall not thereafter have or exercise any of the privileges or rights of membership without first making application and obtaining approval and acceptance by the Board of Directors as in the first instance.

Membership Cards:

Section 6: Membership rights may be evidenced be membership cards in such form as the Board of Directors may prescribe, to be issued and signed, by facsimile signature or otherwise, by the President; provided however that in case of any conflict between any such card and the books and records maintained in the office of the Texas Braunvieh Association, then and in such event the books and records of the Association shall control.

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Members Rights:

Section 7:

(A) Unless the Board of Directors takes action as provided in Article II, Section 7 (B), of these Bylaws, all members shall be equally entitled to the services offered by the Association to its members, upon payment: of all fees and commissions and upon compliance with all requirements adopted by the Board of Directors for the regulation and operation of the Association.

(B) The Board of Directors is authorized to make distinctions in and prescribe different conditions for the five (5) membership classes and their relative rights to participate in any event or program sponsored by the Association.

(C) Voting rights of membership shall be as prescribed in the Certificate of Formation which allows each member of the classes designated as Active Members one (1) vote on each matter submitted to a vote at a meeting of members. Members of these classes designated as Associate Members, Non-Resident Members, and Junior Members shall not have any vote. Cumulative voting is prohibited.

(D) For voting purposes, a new member must have been a member for 120 days prior to a voting event to receive voting rights. Definition of a new member will be a person, ranch, or entity that has not been a member of the Texas Braunvieh Association and/or has membership lapsed 24 months or greater.

Record Date For Determining Members Entitled To Vote:

Section 8: For the purpose of compiling list of members entitled to vote at any membership meeting, the record of members shall be closed as of the close of business on the third day preceding any such meeting, and the Secretary shall make up and certify to such membership meeting a complete list of the members entitled to vote at that meeting.

Meetings of the Membership:

Section 9:

(A) One regular meeting of the members for election of officers and directors as provided in the Certificate of Formation and these Bylaws, and such other business as may come before the meeting, shall be held during each fiscal year of the corporation. Special meetings may be called for any purpose at any time and in the manner provided for in these Bylaws.

(B) The regular annual meeting of the members shall be held not less than ten (10) days nor more than ninety (90) days after the first day of each fiscal year of the corporation, within the State of Texas. The exact time and place of such regular meeting shall be fixed by the Board of Directors and stated in the call and notice of such meeting.

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(C) Special meeting of the members may be called by the President or by five (5) members of the Board of Directors, when occasion demands and shall be held at the time and place, within the State of Texas, specified in the call and notice of such meeting.

Notice of Meeting of the Members:

Section 10: Written notice stating the place, day, and hour of regular and special membership meetings and the purpose thereof shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice shall be either by personal delivery, email, text, by facsimile transmission, or by ordinary United States mail, by or at the direction of the President or directors calling the meeting, to each voting member of the Association.

Quorum:

Section 11: Fifteen (15) voting members shall constitute a quorum at any regular or special membership meeting.

Voting:

Section 12: Any question may be decided by majority vote of the voting members present, if a quorum, except as may otherwise be required by the Certificate of Formation or these Bylaws or by proxy.

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Article III

Directors:

Section 1: The Board of Directors shall consist of nine (9) individual members elected from the State of Texas by the voting membership, they must be members in good standing of the Texas Braunvieh Association.

Term of Directors:

Section 2:

(A) The nine (9) members of the Board of Directors shall be elected for terms of three (3) years each, all of which shall be ascertained at the first election of Board Members whereby the individuals receiving the majority of votes shall serve on the board of directors. In the event that three (3) candidates do not receive a majority of the votes cast, there will be a runoff. Any of the candidates that received a majority of the votes on the initial ballot will be deemed as elected to one of the said vacancies. See TBA Run Off Procedures for process of runoff.

(B) A vacancy in the board which has been filled by election of the membership or by appointment of the Board of Directors because of death, resignation, removal, disqualification, or otherwise, may be filled with an appointment by the Board of Directors for the unexpired portion of the term.

(C) No director shall serve more than two full consecutive terms. A director who has served two full consecutive terms shall again be eligible for re-election or re-appointment to the Board of Directors after one election's absence from the Board of Directors.

(D) Any director elected or appointed by the Board of Directors may be removed at any time by a three-fourths (3/4) vote of the entire Board of Directors whenever, in its judgment, the best interest of the corporation would be served by such removal. In addition, any director elected or appointed by the Board of Directors may be removed any time by a three-fourths (3/4) vote of the entire voting membership present at a regular or special meeting for which proper call and notice has been issued.

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Nominations:

Section 3: The President shall appoint a Nominating Committee made up of three Active, Associate, or Non-resident members including the President unless the President is up for reelection, at which time the Vice President would serve. If Vice President is also up for reelection, another appointed Director who is not up for reelection may serve. The Nominating Committee shall select a list of candidates for election to vacancies on the Board of Directors. The Board of Directors shall be nominated as follows:

(A) At least 90 days prior to the annual meetings of members, the Nominating Committee shall nominate one or more persons to fill existing or upcoming vacancies on the Board of Directors.

(B) In addition to those nominees selected by the Nominating Committee, nominations at large from the membership may be submitted to the TBA office at least 60 days prior to the TBA Annual Meeting. Nominations at large must be submitted on applications obtained from the TBA office and must contain the signature of the nominee and be signed by ten percent of the TBA Active Members. For the purposes of calculating the number of signatures required to equal ten percent of the TBA Active Members, the number of signatures required shall be ten percent of the active members as of the first day of the third month of the applicable calendar year.

(C) Prior to sending out the Notice of Annual Meeting, all nominees will be contacted by the TBA office to confirm that they are available for election and to request a brief resume that will be sent out to the membership with the Notice of Annual Meeting.

(D) The nominees for election to the Board of Directors shall be set forth in the Notice of Annual Meeting of the members.

Meetings of the Board of Directors:

Section 4:

(A) Regular meetings of the Board of Directors shall be held once in every three (3) calendar month period, one of which shall be held at the same place as, and immediately following adjournment of the annual membership meeting, and without further notice than as contained in these Bylaws.

(B) Special meetings of the Board of Directors may be called by the President or by five (5) members of the Board of Directors, when occasion demands.

(C) All meetings of the Board of Directors shall be held at the time and place, within the State of Texas, specified in the call and notice of such meeting except as otherwise prescribed in these Bylaws.

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(D) Not less than three (3) days written notice of every regular or special meetings of the Board of Directors, except the regular meeting following adjournment of the regular annual meeting of the members shall be given to each director unless waived in writing or otherwise by each director as provided by law. Such notice shall be given by either personal delivery, email, text, by facsimile transmission, or by ordinary United States mail to the address of each director as shown by the books of the Association.

(E) Five (5) directors shall constitute a quorum at any regular or special meeting. Directors present by proxy may be counted toward a quorum.

(F) The act of the majority of the directors presents in person or by proxyat a meeting at which a quorum is present shall be the action of the Board of Directors.

(G) A director may vote in person or by proxy executed in writing by the director, subject to the limitations and provisions of Sections 22.214-216 of the Texas Business Organizations Code.

Duties of Directors

Section 5:

(A) Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or present by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

(B) Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

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Duty to Avoid Improper Distributions

Section 6:

(A) Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligation, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

(B) A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the persons professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligation, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

(C) Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

Section 7: Directors may select advisors and delegate duties and responsibilities to them such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

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Interested Directors

Section 8: Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

Compensation:

Section 9: Directors may receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services.

Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors:

Section 10:

(A) The Board may vote to remove a director at any time only for good cause. Good cause for removal of a director includes the unexcused failure to attend three consecutive Board meetings and any actions taken by a director inconsistent with the goals of the Corporation. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda and the notice will state the proposed cause for removal.

(B) At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

(C) A director may be removed by the affirmative vote of three-fourths (3/4) of the entire Board of Directors as outlined in Article III Section 2 paragraph (D) of these Bylaws.

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Article IV

Officers:

Section 1: All officers shall be elected by the Board of Directors and shall assume the duties of the office to which he or she is elected or appointed immediately after such election or appointment.

(A) President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the membership, of the Board of Directors, and of the Executive Committee. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall also be a director of the corporation and shall serve a (1) year term as President but shall serve no more than two consecutive one (1) year terms as President.

(B) Presiden t-Elect. The President-Elect shall have the purpose of filling the following year's presidency. He or she can hold any other office, including the current presidency. The President-Elect shall also be a director of the corporation and shall serve a one (1) year term as President-Elect but shall serve no more than two consecutive one (1) year terms as President-Elect.

(C) Vice President. In absence of the President or in the event of his or her 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 perform such other duties as from time to time may be The Vice President shall also be a director of the corporation and shall serve a one (1) year term as Vice President but shall serve no more than two consecutive one (1) year terms as Vice President.

(D) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, the Executive Committee, and the membership in one or more books provided for that purpose; see that all notices are duly given in accordance with the corporate records of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which of behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the secretary by such director, and in general, performs 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 President or by the Board of Directors or by the Executive Committee. The Secretary shall also be a director of the corporation and shall serve a one (1) year term as Secretary, but may be re-elected to serve as many consecutive one (1) year terms as deemed in the best interest of the corporation provided that he or she remains on the Board of Directors.

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(E) Treasurer. The Board of Directors shall appoint a Treasurer who may or may not be a Member of the Association and may or may not be a director of the corporation. The Treasurer shall serve a one (1) year term but may be reappointed by the Board of Directors for as many consecutive one (1) year terms as deemed necessary as long as it is in the best interest of the corporation. The Treasurer shall be responsible for filing all tax documents as well as keeping all non-profit status up to date. The Treasurer shall also be responsible for sending out all invoices which should include an invoice to all paid members annually for payment of annual dues. The Treasurer shall also receive all fees, dues, and assessments; pay all invoices; keep an accurate accounting of all receipts and expenditures with supporting vouchers; and make an annual financial report to the Association. Books kept by the Treasurer shall be subject to an annual audit by a committee of three (3) Members appointed by the President. Such an audit shall be made prior to each annual meeting, and such committee shall render its report at the annual meeting.

(F) Executive Secretary. The Board of Directors may employ the services of an Executive Secretary who may or may not be a member of the Association. The Board of Directors shall develop and sign a written agreement with such employee which shall set forth duties, responsibilities, fees, and travel allowances. Such agreement shall be made available to all members. The Executive Secretary's agreement shall be reviewed and renewed annually. The Executive Secretary may also serve as the Treasurer.

(G) Removal. Any officer elected or appointed by the Board may be removed by the Board only with good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

(H) Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

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Article V

Executive Committee:

Section 1: The Officers shall constitute the Association's Executive Committee with the President as chairman. In the interim between meetings of the Board of Directors, the Executive Committee shall constitute a governing body to act on emergency matters not inconsistent with the Bylaws of the Association and subject to the approval of the Board of Directors at its next meeting.

Standing Committees:

Section 2: The Board of Directors may create one or more regular standing committees, the chairman and members of which shall be named by the President as soon thereafter as convenient, for such purposes and terms as may be prescribed by the Board of Directors, not inconsistent with law or Certificate of Formation.

The following will be a list of standing committees:

(A) Ethics, rules, regulations and enforcement committee
(B) Finance committee
(C) Fundraising committee
(D) Nominating committee
(E) Sales committee
(F) Shows and exhibitions committee

Special Committee:

Section 3: The Board of Directors may by resolution adopted by a majority of the directors in office delegate, subject to the limitations imposed by Section 22.218, 22.219, and 22.220 of the Texas Business Organizations Code and any other applicable law of the State of Texas, a specific duty for a limited period of time to be stated in such resolution to a special committee of two (2) or more members, with a minimum of one (1) which shall be a director, to be named in such resolution.

Vacancies in Committees:

Section 4: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

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Quorum of Committees:

Section 5: Unless otherwise provided in the resolution of the Board of Directors designating a committee a majority of the whole committee shall constitute a quorum and the act of a majority of the members, present at a meeting at which a quorum is present, shall be the act of the committee.

Rules of Committees:

Section 6: Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

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ARTICLE VI

Contracts:

Section 1: The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits:

Section 2: All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts:

Section 3: The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contribution not prohibited by these Bylaws, the Certificate of Formation or Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest:

Section 4: The Corporation may not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to – and otherwise transact business with – the Corporation except as otherwise provided by these Bylaws, the Certificate of Formation or Articles of Incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligation relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from – or otherwise transact business with – a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from – or otherwise transact business with – a director officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

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Prohibited Acts:

Section 5: As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

(A) Do any act in violation of these Bylaws or a binding obligation of the Corporation.

(B) Do any act with the intention of harming the Corporation or any of its operations.

(C) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.

(D) Receive an improper personal benefit from the operation of the Corporation.

(E) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.

(F) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

(G) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.

(H) Disclose any of the Corporation's business practices, trade secrets, or any other Information not generally known to the business community to any person not authorized to receive it.

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Article VII

Book and Records:

Section 1: The Corporation shall keep a correct and complete books and records of accounting and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

Fiscal Year:

Section 2: The fiscal year of the corporation shall be the calendar year.

Seal:

Section 3: The Board of Directors shall provide a corporate seal, which shall be in the form of a circle with the five-point star in the center and the words "Texas Braunvieh Association, Inc." around the entire periphery of the seal.

Waiver of Notice:

Section 4: Whenever any notice is required to given under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formation or the Bylaws of the corporation, a waiver therefore in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Amendments to By-Laws:

Section 5: By-Laws may be amended or repealed and new Bylaws can be adopted only by a two thirds (2/3) of the Board of Directors, or a three fourths (3/4) vote of the active voting members present at the regular annual meeting or special called general membership meeting with a ten (10) day minimum notice of the meeting and the purposed by-law change(s) included in the notice.

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Article VIII

Indemnification:

Section 1:

(A) The Corporation will indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(B) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(C) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or a respondent in the proceeding.

(D) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph (b).

(E) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph (c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

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Extent and Nature of Indemnification:

Section 2: The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments:

Section 3:

(A) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (C), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(B) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii) above, governing selection of special legal counsel. A provision contained in the Certificate of Formation, or a resolution of members or the Board that requires the indemnification permitted by Section 1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

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(C) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

(D) In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

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ARTICLE IX

Notice by Mail, Fax, E-mail or text:

Section 1: Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, fax, e-mail or text. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by fax, a notice is deemed delivered when the fax machine or other device provides a positive written confirmation of all pages having been received and sent to the fax number of to the person at his or her fax number as it appears on the corporate records. If e- mailed, a notice is deemed delivered when sent, addressed to the person at his or her e-mail address as it appears on the corporate records If text, a notice is deemed delivered when sent to the person at his or her number as it appears on corporate records. A person may change his or her mailing address, fax number, e-mail address, or phone number in the corporate records by giving written notice of the change to the Secretary of the Corporation.

Signed Waiver of Notice:

Section 2: Whenever any notice is required by law or under the Certificate of Formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance:

Section 3: A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

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ARTICLE X

Meeting by Telephone:

Section 1: The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Decision without Meeting:

Section 2:

(A) Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

(B) Furthermore, in accordance with the Certificate of Formation, action may be taken without a meeting when there are signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member.

(C) Consents must be delivered to the Corporation. A consent signed by fewer than all members, directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest dated consent was delivered to the Corporation. Delivery must be made by hand or certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer. agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

(D) The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

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Proxy Voting:

Section 3: A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy, and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with that secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

(A) An instrument revoking the proxy is delivered to the secretary or other designated officer.

(B) The proxy expires under the proxy's terms.

(C) The proxy authority expires under the terms of these Bylaws.

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Article XI

Legal Authorities Governing Construction of Bylaws:

Section 1: These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction:

Section 2: To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporation. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings:

Section 3: The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number:

Section 4: All singular words include the plural, and all plural words include the singular.

Power of Attorney:

Section 5: A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bound:

Section 6: The bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

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Signed by:
Allen Jacobs
81B5507D1426412...

Allen Jacobs, President

DocuSigned by:
Meagen Dennison
252753F89F89490...

Meagen Dennison, Vice President

DocuSigned by:
Kelby Dennard
74B973CAFE9B4AE...

Kelby Denard, Treasurer

DocuSigned by:
4B557F01E156AC2...

Jason Archuleta, Director

Signed by:
C0E552E5D7BE4E2...

Jessica Koetting, Director

DocuSigned by:
Collin Alexander
B0234EC2A7AB48B...

Collin Alexander, Director

DocuSigned by:
Leslie Mirassou
FE7B432A0E434EA...

Leslie Mirassou, Director

Signed by:
8315033DBF78432...

Grace Sicinski, Director

Clydene Pittman, Executive Secretary

I, the undersigned, am the duly acting and authorized Secretary of Texas Braunvieh Association, Inc., and acknowledge by signature below that the foregoing bylaws were adopted by the Board of Directors of Texas Braunvieh Association, Inc. on the 26th day of October, A.D. 2026.

DocuSigned by:
Sarah Galloway
A62C0E3875224E3...

Sarah Galloway, Secretary
Texas Braunvieh Association, Inc