

BYLAWS OF THE AMERICAN BOER GOAT ASSOCIATION

EFFECTIVE ~~JULY 6, 2023~~ New Date

ARTICLE 1

NAME AND PRINCIPAL OFFICE

1.1 Name. The name of the corporation is: American Boer Goat Association (the “Association”).

1.2 Principal Office. The principal office of the Association shall be located in the ~~City of San Angelo, Texas~~. ~~Continental United States~~.

ARTICLE 2

PURPOSE AND AFFILIATES

2.1 Purpose. The Association is organized to collect and maintain the history and pedigree of Boer Goats, to provide for their registration, to preserve the purity of the breed, and to encourage the further improvement and wider distribution of the breed through research, promotion, and education. More specifically, the Association is created solely as an organization described in section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions hereafter in effect, and exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereinafter in effect.

2.2 Affiliates. The Association, by action of its Board of Directors (the “Board”), may establish one or more affiliated organizations (each, an “Affiliate”) to assist and support the Association in the achievement of its purpose. An Affiliate shall have such geographic area, membership, purposes, and powers as may be approved from time to time by the Board, but an Affiliate shall never have the authority to act in the name of the Association.

ARTICLE 3

MEMBERS

3.1 Members. Membership in the Association is open to all individuals and entities that have an interest in the purposes of the Association, upon payment of dues as established by the Board from time to time. An individual Member may also have an interest in one or more corporate, partnership, or other business entity Members. A Member that is not an individual shall designate in writing to the Association a person authorized to act on behalf of such Member; such representative must be twenty one years of age or older. A Member that is not an individual is deemed to “reside” in the location that is the location of its designated principal place of business.

3.2 Membership Year. The membership year shall be defined as being January 1 through December 31 of the same calendar year. All annual membership dues are due no later than ~~the close of business on~~ January 1.

3.3 Membership Dues. The Board shall, from time to time, establish the amount of membership dues and shall provide notice thereof to all Members.

3.4 New Members. Membership ~~privileges and~~ benefits for all new Members shall commence upon the date payment of dues is received in the Association's Office and shall remain in effect until the last day of the same calendar year. ~~Voting privileges will be given upon being a regular member.~~

(i) be an individual 21 years of age or older on January 1 of the year for which the membership application applies; or

(ii) be an entity with an authorized representative who is 21 years of age or older on January 1 of the year for which the membership application applies; and

(iii) agree to comply annually with the Articles of Incorporation of the Association, these Bylaws, and the Rules and Regulations and Code of Ethics of the Association, as may be amended from time to time.

3.5 Renewing Members. Continued membership in the Association shall be subject to annual renewal and the continued payment of Member's dues. Failure by any Member of the Association (individually, a "Member" and collectively, the "Members") to pay such Member's dues on or before the due date established ~~by the Board~~ for such payment shall automatically terminate such Member's membership in the Association on such due date.

3.6 Classification and Rights of Members. Members of the Association shall have the following classifications, qualifications, and voting rights:

(a) Lifetime Members. Each Lifetime Member shall have the right to vote in any election held by the Association or any matter subject to a vote by the regular membership. To remain in good standing as a Lifetime Member:

(i) be an individual 21 years of age or older on January 1 of the year for which the membership application applies; or

(ii) be an entity with an authorized representative who is 21 years of age or older on January 1 of the year for which the membership application applies; and

(iii) agree to comply annually with the Articles of Incorporation of the Association, these Bylaws, and the Rules and Regulations and Code of Ethics of the Association, as may be amended from time to time.

(b) Regular Members. ~~Shall commence after 1 year as a new member.~~ Each Regular Member shall have the right to vote in any election held by the Association or any matter subject to a vote by the regular membership. Regular Members must:

(i) be an individual 21 years of age or older on January 1 of the year for which the membership application or the membership renewal applies; or

(ii) be an entity with an authorized representative who is 21 years of age or older on January 1 of the year for which the membership application or the membership renewal applies; and

(iii) agree to comply **annually** with the Articles of Incorporation of the Association, these Bylaws, and the Rules and Regulations and Code of Ethics of the Association, as may be amended from time to time.

(c) Junior Members. Junior Members shall not have the right to vote in any election held by the Association or any matter subject to a vote by the Members. Junior Members must:

(i) be an individual under 21 years of age January 1 of the year for which the membership application or the membership renewal applies; and

(ii) agree to comply with the Articles of Incorporation of the Association, these Bylaws, and the Rules and Regulations and Code of Ethics of the Association, as may be amended from time to time.

3.2 Termination of Membership. The membership of any Member may be terminated **by the individual member** or at any time without cause by the unanimous vote of the whole Board **of Directors**; provided, if such Member is a Director of the Association, the membership of such person in the Association cannot be terminated at any time without cause except by the unanimous vote of the remainder of the whole Board.

3.3 Rules and Regulations; Code of Ethics; Code of Conduct. The Members shall comply with the Rules and Regulations, Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct as established from time to time by the Board for Members pursuant to Section 5.7. The Rules and Regulations, Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct shall contain such penalties and sanctions as the Board may from time to time deem appropriate to address violations of such Rules and Regulations, Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct.

ARTICLE 4

MEMBER MEETINGS

4.1 Annual Meeting.

(a) Time and Place. The annual meeting of the Members shall be held each year on a date and at a time and place determined by the Board for the transaction of such business as may lawfully come before the meeting.

(b) Notice. It shall be the duty of the Secretary of the Association to cause written notice to be given not less than ninety (90) days prior to the Annual Meeting to each Member. Such notice may be given in the Association's newsletter or other official Association publication provided to all Members. Any notice must be given to the last address of the Member as shown in the Association's records. Notice shall be deemed given at the time of delivery-via electronic delivery or time of depositing it in the United States Mail or other delivery service.

(b) Agenda. The agenda for the Annual Meeting of the members shall be set by the Executive Committee. The Executive Committee has the sole and exclusive discretion and authority to determine what items shall be placed on the agenda and what shall not. Only matters included on the agenda prepared by the Executive Committee shall be considered at the Annual Meeting of the Members. The agenda for the Annual Meeting shall be made available to the Members at least thirty (30) days before the Annual Meeting.

Regular Members may submit written requests for matters to be included on the agenda for the Annual Meeting that require or permit action by the Regular Members. Such written requests shall be submitted to the Executive Committee, c/o the Association's Office, and must be received at the Association's Office at least sixty (60) days before the Annual Meeting. The written request may be, but is not required to be, in the form of a motion. The Executive Committee shall determine whether matters so requested shall be included on the agenda and its decision shall be final.

4.2 Special Meetings. Special meetings of the Members shall be held upon the direction of the President of the Association, a majority of the Board, or upon written request of not less than one-tenth (1/10) of the Regular Members. Except as provided herein, notice of the date, time, and place of special meetings of the Members shall be given not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by mail or electronic mail to each Member. Notice shall be given to the last address or electronic mail address of the Member as shown in the Association's records. Such notice need not be given to any Member who attends such meeting in person, nor to any Member who waives notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein or by statute, the notice of any meeting of the Members is not required to state the business to be transacted at such meeting. Such

notice may be given in the Association's newsletter or other official Association publication provided to all Members.

4.3 Quorum. A quorum at meetings of the Members shall be the number of Regular Members present. Each active Regular Member (as evidenced by a current regular membership number) in attendance at a meeting shall have one (1) vote. The act of the majority of the Regular Members present in person at a meeting at which a quorum is present shall be the act of the Members, except as otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. A majority vote of the Regular Members at a meeting may vote to adjourn the meeting from time to time, and a meeting may be held as adjourned without further notice, at which any business may be transacted which might have been transacted at the meeting as originally called.

4.4 Proxies. Proxies shall not be permitted at meetings of the Members to establish a quorum of Members or to cast a Member's vote. Except as otherwise specifically required by these Bylaws (such as in the election of Directors or amendments of these Bylaws by ballot), all actions by Regular Members shall be taken in person at the Annual Meeting or any special meeting of the Members.

4.5 Actions Requiring Member Approval. The Board shall not, without the approval of a majority of the Regular Members who are present at a meeting, take any of the following actions:

- (a) approve a merger, acquisition, or consolidation of the Association;
- (b) approve the dissolution of the Association;
- ~~(c) approve any alteration or amendment to the Articles of Incorporation of the Association.~~

ARTICLE 5

BOARD OF DIRECTORS

5.1 Number. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in the Board, which shall consist of ~~1 director from each region.~~ not less than eight (~~8~~ 9) no more than thirty (~~30~~ 13) persons ~~(thirty-one (31), if the Immediate Past President's term on the Board as a Regional Director has expired).~~ All Directors must at all times be individual Regular Members ~~or the designated representative of a Regular Member that is not an individual.~~ The Directors shall be elected as set forth in Section 5.3 to represent regions or as described and determined in Section 5.2. ~~If the Immediate Past President's term on the Board as a Regional Director has expired, or he has failed to be re-elected, he shall continue to be a Director in an advisory, non-voting capacity for a period of one year immediately following his Presidency, so long as he remains a Regular Member or representative of a Regular Member and is subject to all conditions of a Director. In this capacity, he shall not be a representative of any region nor hold any voting privileges on the Board.~~

5.2 Regions.

(a) The Association shall be composed of regions, each of which shall be represented by one ~~or more Directors~~, determined from time to time as set forth in Sections 5.2(b) and 5.2(c) below. On the effective date of these Bylaws, the Association

has ~~fifteen (15)~~ 11 regions. The geographic boundaries of those regions on such date are on file in the Association's principal office.

~~(b) —Based on the number of Regular Members of the Association on December 31 of each year, commencing December 31, 2005, the number of Directors to be elected from each region will be determined by the number of Regular Members within the region's boundary, determined as follows: the total number of Regular Members shall be divided by the total number of regions. This quotient shall then be divided into the total Regular Members in each of the regions, calculated to the one hundredths decimal place. This number shall then be rounded to the nearest whole number or one (1), whichever is greater. For example, if the Association has 7,250 Regular Members and fifteen (15) regions on a December 31: $7,250 / 15 = 483$. If on such date, a particular region has 750 Regular Members: $750 / 483 = 1.55$; therefore, such region will have two (2) Directors. If on such date a region has 520 Regular Members: $520 / 483 = 1.08$; therefore, it will have one (1) Director. If on such date, a region has 330 Regular Members: $330 / 483 = 0.68$; it will have one (1) Director.~~

(c) On or before February 1 in 2007, 2010, and each fifth (5th) year thereafter, the Board, by a majority vote of the whole Board, may modify the number of regions and the boundaries of those regions, in each case to the extent reasonably necessary so that the regions shall have approximately equal numbers of Regular Members per Director. Such modifications shall be based on the number and location of Regular Members as of December 31 preceding such February 1 and shall be effective as of such February 1. The Board shall promptly notify all Regular Members if it makes any such modifications.

5.3 Election of Directors; Removal of Directors. The procedure for electing and removing Directors of the Association shall be as follows:

(a) Director Candidacy. Any individual Regular Member who desires to be a candidate for Director shall:

(i) so notify the Association at the Association's principal office on the form required by the Association no later than March 1 of the year of election, and;

(ii) submit at such time a completed and signed Conflict of Interest Statement on the form required by the Association, and;

(iii) be a Regular Member in good standing as of January 1 of the current calendar year.

(iv) have not served as a Board of Director in the prior two terms without a one year recess of office, and;

(v) have not been removed from the Board of Directors ~~by two-thirds vote for any reason.~~

(b) Ballot Preparation. The Office Manager (or in his absence, the Secretary of the Association) shall prepare a ballot ~~for each region which has one or more~~ Director's positions eligible for election. Each such ballot shall contain the names ~~of the Members residing in such region~~ who have complied with the provisions of subpart (a) above.

(c) Regional Ballot Distribution. The Office Manager (or in his absence, the Secretary of the Association) ~~shall mail, not later than May 1~~ shall distribute ballots electronically no later than April 15th of the year of election, a ballot for a region to the Regular Members who reside in such region and who were Regular Members in good standing as of January 1 of that year. ~~The ballot for each region shall state the number of Directors to be elected for such region.~~ Regular Members shall be entitled to vote for the ~~number~~ of Director candidates for their region as indicated on the ballot. Cumulative voting for one or more candidates shall not be allowed. This ballot can be delivered electronically, or by mail at the written request of a member the member requesting the mailed ballot must pay for postage cost of delivering mailed ballot and returned of mailed ballot. The Office Manager shall implement a balloting system to assure that ballots may be cast only by Regular Members and that each Regular Member may vote on only one ballot.

(d) Ballot Return. Regular Members must return their ballots, postage paid or electronically, to the Association's designated independent vote-counting agent for receipt not later than ~~May 20~~ May 1st of the year of election. Any ballot received later than ~~May 20~~ May 1st or on or before ~~May 20~~ May 1st with postage due shall be disregarded.

(e) Failure to Elect a Director. If any region fails to elect ~~one or more of its designated~~ a Regional Director candidate, suitable ~~interim~~ Director(s) shall be appointed from such region by the President of the Association with the approval of a majority of the Board. ~~for a term of one (1) year.~~ This term shall begin July 1st is only held until the next election.

(f) Military Service. If a Director is called for military service (Defined as service in the uniformed armed services of the United States of America, including service and deployment in the National Guard or Reserve) for a period of time reasonably anticipated to exceed six (6) months, and he will be unable to attend committee meetings or meetings of the Board, and wishes to retain his position as an elected Director, a suitable interim Director shall be appointed annually from such Director's region by the President of the Association with the approval of a majority of the Board to serve until such Director returns from such service. Upon his return, the interim Director shall vacate the seat and the returning Director whose term was interrupted by military service shall be allowed to serve the unexpired remainder of his or her term.

(g) Election Results. The results of the election shall be announced to the membership on or before June 1.

(h) At all times during each Director's term, he must:

- i. reside in the region for which he was elected (unless such Director's regional boundaries have been changed by the Board in accordance with Section 5.2); and
- ii. remain current in his payment of Regular Member dues or current Lifetime Membership; and
- iii. ~~sign the annual Conflict of Interest Policy Statement~~ have no violations of the ethics policy, conflicts of interest policy, or the confidentiality agreement while holding a director

position.

- iv. Prior to attending their first meeting of the board the Director must sign the following documents
 - a. Conflict of Interest
 - b. Ethics Policy
 - c. Confidentiality agreement

Failure to comply with any of the above requirements shall result in the automatic removal of a Director from the Board.

(i) Removal. A Director shall be subject to removal by two-thirds of the whole Board for the following reasons missing more than two (2) consecutive regular meetings ~~or special meetings~~ of the Board (except as the result of having been called for military service that prevents attendance); whenever, in the Board's judgment, the best interests of the Association would be served thereby.

(j) Tenure of Directors. Beginning with the election of Directors in 2016, subject to the provisions of Section 5.3(e), each Director elected to fill an available position shall be elected for a term of three (3) years beginning on the date of the annual meeting of the Board of Directors, as established in Section 6.1, in the year of election and shall hold office for the term for which he is elected. ~~until his successor has been elected and qualified or until his earlier death, resignation, retirement, disqualification or removal.~~ If a Director's region is changed by the Board pursuant to Section 5.2 in a manner that eliminates a sitting Director's position on the Board, such Director shall serve out the remainder of his term. On the effective date of these amended Bylaws, the election of Directors will take place on a three year rotation by region as maintained by the ABGA office.

5.4 Director Vacancies. Any vacancy occurring in the Board resulting from the death, resignation, retirement, disqualification, or removal from office of any Director shall be filled by a successor ~~individual who is qualified. Regular Member who resides in the same region~~ for which the vacancy has occurred. ~~Such successor shall be appointed by the President of the Association with the approval of a majority of the whole Board and shall serve until the following annual meeting of the Board. If any of the unexpired term of the Director who died, resigned, retired, was disqualified, or was removed continues after such date, a successor shall then be elected by the procedure set forth in Section 5.3 for the balance of the original term being filled~~ Such vacancy shall be filled by special election of the vacant region. The special election must held and results are announced to members no more than 45 days from boards notification of the vacancy. The winner of the special election will start a new 3 year term.

5.5 Conflict of Interest Policy. The Board shall adopt, modify from time to time as it deems appropriate, and enforce a Conflict of Interest Policy, which shall apply to all Directors and officers. On and after January 1, 2005, it shall be a conflict of interest if a Director engages in any competitive activity as to the business or purpose of the Association. For purposes of this provision, "competitive activity" shall include:

- (i) a Director being a member of the governing board or serving as an

officer of an organization (other than an Affiliate of the Association) that registers Boer Goats; or

(ii) such other activity as may be set forth as a competitive activity in the Conflict of Interest Policy, as amended from time to time by the Board.

5.6 Rules and Regulations; Code of Ethics. The Board shall adopt and enforce Rules and Regulations and a Code of Ethics which shall apply to all Members. The Rules and Regulations and Code of Ethics shall contain such penalties and sanctions as the Board may from time to time deem appropriate to address violations of such Rules and Regulations and Code of Ethics.

ARTICLE 6

MEETINGS OF THE BOARD OF DIRECTORS

6.1 Annual Meeting. The annual meeting of the Board shall be held each year between July 1 and July 31 on a date and at a time and place determined by the Board for the transaction of such business as may lawfully come before the meeting. Such meeting date may be, but is not required to be, the same date as the Annual Meeting of the Members. It shall be the duty of the Secretary of the Association to give at least ~~ten (10)~~ 90 days' notice of such meeting to each Director. Such notice shall be given by mail or electronic mail to each Director not personally notified.

6.2 Regular Meetings. Regular meetings of the Board shall be held at least two (2) times each year on dates and at such times as may be fixed from time to time by resolution of the Board. Such meetings shall take place at such place as the Board may determine. The annual meeting of the Board may be one of such regular meetings. Notice of the dates and locations of such regular meetings shall be provided to the Members. Such notice shall be given by mail or electronic mail, or in the Association's official publication.

6.3 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Association upon the direction of the President of the Association or upon written request of at least one-fourth (1/4) of the Directors.

6.4 Notice. Except as provided herein, notice of the date, time, and place of special meetings of the Board shall be given not less than five (5) business days before the meeting, either personally (including by telephone or any electronic means) or by mailing such notice to each Director at his or her address as the same appears on the records of the Association. Such notice need not be given to any Director who attends such meeting in person, nor to any Director who waives notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein or by statute, notice of any meeting of the Board need not state the business to be transacted at such meeting.

6.5 Quorum. A quorum for the transaction of business by the Board shall be the presence of at least a majority of the number of Directors then constituting the whole Board. The Directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time, and a meeting may be held as adjourned without further notice, at which, if a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

6.6 Majority Vote. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws.

6.7 Proxies. No proxy may be used to establish a quorum of Directors or to cast a Director's vote.

6.8 Action Without a Meeting. Any action required to be taken at a meeting of the Directors of the Association may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a majority of the whole Board. Each

written consent shall bear the date of signature of each Director who signs the consent. Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent shall be given to all Directors who did not consent in writing to the action.

6.9 Participation by Conference Telephone. Directors may participate in and hold a meeting of the Board by means of internet or web based conference, telephone conference, video conference, or using similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.10 Closed Meetings of the Board. The Board may, when the President deems it appropriate and in the interest of the Association, meet in closed session, excluding all persons other than members of the Board and those with whom the Board may wish to have present by majority vote. ~~consult (such as the Office Manager, legal counsel, and/or any other advisors).~~ Such closed meetings shall be held to receive information or for discussion only, and no votes may be taken and no other final decisions of the Board may be made during such closed meetings. The Board's minutes for the meeting during which a closed meeting was held shall indicate that such closed meeting was called and conducted in accordance with these Bylaws and shall state the general subject matter of such closed meeting and list those in attendance, but the minutes are not required to include any summary of the substance of such closed meetings.

ARTICLE 7

OFFICERS

7.1 Election of Officers. There shall be a President, Vice President, Treasurer, and Secretary of the Association. All officers must be directors of the board. The President and Vice President must ~~be Directors who~~ have each served on the Board for at least one (1) year. As the first order of business after calling the meeting to order and quorum has been determined by role call, at its annual meeting, the Board shall elect the officers, each of whom shall serve a term of one (1) year or until their successor is elected.

7.2 Duties. The principal duties of the officers of the Association are as follows:

(a) President. The President shall be the presiding officer of the Association until a successor has been named by the board and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Association. The President shall direct and work with any employees of the Association to assure that all orders and resolutions of the Board are carried into effect, shall sign and execute all legal documents and instruments in the name of the Association when authorized to do so by the Board, and shall perform such other duties as may be assigned to him or her from time to time by the Board. During proceedings of the Board ~~and the Executive Committee~~, unless there is a conflict of interest, the President shall vote in the event of a tie vote of the other members of the Board ~~or Executive Committee~~ present and voting, or in the event that a two-thirds vote is required and his vote would sway the outcome.

(b) Vice President. The Vice President shall discharge the duties of the President in the event of the President's absence or disability for any cause whatever and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Treasurer. The Treasurer shall keep account of all money, credit, and property of the Association and shall keep an accurate account of all money received and disbursed. Except as otherwise ordered by the Board, the books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial condition of the Association at each annual meeting of the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the direction of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

(d) Secretary. The Secretary shall have charge of the records and correspondence of the Association under the direction of the President and shall be the custodian of the seal (if any) of the Association. The Secretary shall give notice of and attend all meetings of the Board and shall take and keep accurate minutes of all meetings of the Board of which he or she shall be the Secretary. The Secretary shall discharge such other duties as shall be assigned to the Secretary by the President or the Board.

7.3 Removal. An officer may be removed from office by two-thirds (2/3) of the whole Board.

7.4 Vacancies. Whenever a vacancy shall occur in any office of the Association, such vacancy shall be filled by the majority vote of the Board present, and such replacement officer shall hold office until the next annual meeting of the Board and until his successor is elected. Provided, a vacancy in the office of President shall be filled by the Vice President. If an officer is called for military service for a period of time reasonably anticipated to exceed six (6) months and he will be unable to attend committee meetings or meetings of the Board, a substitute officer shall be appointed annually the Board to serve until such officer returns from service.

ARTICLE 8

~~EXECUTIVE COMMITTEE AND OTHER COMMITTEES~~

~~8.1 — Executive Committee. The Executive Committee of the Board shall be composed of the President, the Vice President, the Immediate Past President of the Association, and four (4) other persons. These officers and the five additional members, with the exception of the Immediate Past President, shall be elected by and from the Board at the annual meeting of the Board, each for a term of one (1) year and until the selection and qualification of his successor. The persons other than the President and Vice President, or Immediate Past President named to the Executive Committee may be~~

~~removed from the Executive Committee at any time by a two-thirds (2/3) vote of the whole Board. The Executive Committee shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Association, except to the extent that the Board has by resolution previously limited the Executive Committee's power pertaining to a particular matter, transaction, or undertaking (or class or series of matters, transactions, or undertakings). The Executive Committee may, at its discretion, defer action that it could take on a particular matter to consideration by the Board. The Executive Committee shall keep regular minutes of its proceedings and shall promptly report any final action it takes to the Board. The President shall serve as chairperson of the Executive Committee and shall establish rules of procedure for meetings of the Executive Committee.~~

8.2 Additional Committees. The President, with the approval of the Board or the Executive Committee, may designate committees in addition to the ~~Executive Committee~~, with each committee consisting of two or more Regular Members who may be but are not required to be Directors, Non-Members may serve on committees with approval of a majority vote of the board and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; however, such committee(s) shall never have the power to exercise the authority of the Board. The Board shall appoint a committee chairperson of each designated committee, who shall establish the rules of procedure for meetings of such committee. Such committee or committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of such a committee may be removed, for or without cause, by the President, with the approval of the Board ~~or the Executive Committee~~.

8.3 Action Without a Meeting. Any action required to be taken at a meeting of a committee of the Association may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members of the committee as would be necessary to take that action at a meeting at which all of the members of the committee were present and voted. Each written consent shall bear the date of signature of each member of the committee who signs the consent. Prompt notice of the taking of any action by members of the committee without a meeting by less than unanimous written consent shall be given to all members of the committee who did not consent in writing to the action.

8.4 Participation by Conference Telephone. Members of a committee may participate in and hold a meeting of the committee by means of internet or web based conference, telephone conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

~~8.5 — Vacancies. Whenever a vacancy shall occur on the Executive Committee of the Association, such vacancy shall be filled by the majority vote of the Board present at a face to face meeting, and such replacement committee member shall hold office until the next annual meeting of the Board and until his successor is elected.~~

ARTICLE 9

ADDITIONAL OFFICERS AND AGENTS

9.1 ~~Employees. All employees of ABGA shall be at will employees unless there is a written contract of employment with ABGA approved by the Board of Directors.~~

9.2 Officers and Agents. The Board may appoint such officers and agents in addition to those provided for in Article 7 as it may deem necessary, which officers and agents shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All such officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged by the Board at any time with or without cause.

ARTICLE 10

GENERAL PROVISIONS

10.1 Rules of Procedure. Meetings of the Board and the Members shall be conducted by the President of the Association under such rules of procedure as the President may determine from time to time; provided, however, upon the vote of three-fourths (3/4) of the Directors present at any time during any such meeting, the remainder of such meeting shall be conducted in accordance with the latest edition of Robert's Rules of Order in effect from time to time.

10.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

10.3 Seal. The Association may have a seal, and such seal may be used by causing it or a facsimile thereof to be impressed, affixed, printed, or in any other manner reproduced. Any officer of the Association shall have authority to affix the seal to any document requiring it.

10.4 Resignation. Any Director, officer, or committee member may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date has been specified, on the date of its receipt.

10.5 Notices. Whenever under the provisions of these Bylaws notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given by electronic mail or other electronic means, by mail, postage prepaid, addressed to such Director or committee member at such address as appears on the books of the Association. Such notice may be given by inclusion in the Association's newsletter or other Association publication provided to all Members. Any notice required or permitted to be given by United States mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail. Whenever any notice is required to be given to any Director or committee member under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.6 Voting. Whenever under the provisions of these Bylaws a vote is required or permitted to be taken by Regular Members, Directors, or committee members and it is

not otherwise specified in these Bylaws, the vote of a majority of the Regular Members, Directors, or committee members, as the case may be, present and eligible to vote shall be effective to authorize the action voted on.

10.7 Voting by electronic transmission. Whenever under the provisions of these Bylaws a vote is required or permitted to be taken by regular members, the Board of Directors may determine that some or all votes may be conducted by electronic transmission. A vote conducted by electronic submission will have the same effect as an in-person or mail-in vote and will be counted for quorum purposes.

10.8 Construction. Article and section headings in these Bylaws are for convenience only and shall not affect the construction hereof. Pronouns used in these bylaws shall be construed as feminine, masculine, or neuter, as the context requires, and words of singular number in the Bylaws shall be construed plural, as the context requires.

ARTICLE 11

INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Persons Indemnified. The Association shall, subject to the limitations provided in this Article, indemnify any person who is or was a Director, officer, employee, or agent of the Association and any person who is or was serving at the request of the Association as a Director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise who, because such person is or was serving in such capacity, was, is, or is threatened to be made a named defendant or respondent in (a) any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative; (b) any appeal in such an action, suit, or proceeding; and (c) any inquiry or investigation that could lead to such an action, suit, or proceeding, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by such person in connection with any such action, suit, proceeding, appeal, inquiry, or investigation, but if such action, suit, proceeding, appeal, inquiry, or investigation was brought by or on behalf of the Association, such indemnification shall be limited to reasonable expenses actually incurred by such person in connection with such action, suit, proceeding, appeal, inquiry, or investigation.

11.2 Indemnification Allowed. A person shall be indemnified by the Association under this Article only if he has been wholly successful, on the merits or otherwise, in the defense of the action, suit, proceeding, appeal, inquiry, or investigation described in Section 11.1 or if it is determined in accordance with Section 11.5 that such person (a) conducted himself in good faith; (b) reasonably believed, in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Association and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Association; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

11.3 No Indemnification. A person shall not be indemnified by the Association under this Article for obligations resulting from any action, suit, proceeding, appeal, inquiry, or investigation in which such person is found liable (a) on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in such person's official capacity, or (b) to the Association.

11.4 Advancements. The Association may pay or reimburse reasonable expenses (including court costs and attorneys' fees) in advance of the final disposition of an action, suit, proceeding, appeal, inquiry, or investigation described in Section 11.1, but only after (a) the Association receives a written affirmation of the person receiving the payment or reimbursement of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article and a written undertaking by or on behalf of such person, consisting of an unlimited general obligation, secured or unsecured, of such person, to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements, which undertaking shall be accepted without reference to financial ability to make repayment, and (b) a determination made in accordance with Section 11.5 that the facts then known to those making the determination would not preclude indemnification under this Article.

11.5 Standard for Indemnification. Any determination of indemnity under Sections 11.1 through 11.3, any determinations as to reasonableness of expenses, and any determination or authorization of payment under Section 11.4 must be made (a) by a unanimous vote of the Directors who at the time of the vote are not named defendants or respondents in the action, suit, proceeding, appeal, inquiry, or investigation described in Section 11.1; (b) 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 such action, suit, proceeding, appeal, inquiry, or investigation; (c) by special legal counsel selected by the Board or a committee of the Board by vote as set forth in (a) or (b) above, or, if such quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors; provided, however, that if a determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified in (c) above for the selection of special legal counsel.

11.6 Insurance. The Association may purchase and maintain insurance on behalf of any person described in Section 11.1 against any liability asserted against him or her and incurred by him or her in a capacity described in Section 11.1 or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him against that liability under this Article.

11.7 Indemnification. The Association shall indemnify any Director or officer or former Director or officer of the Association, against any and all losses, costs, and expenses (including attorneys' fees) actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which such person is made a party by reason of being or having been such Director or officer, except in relation to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty. The Association shall also reimburse any such Director or officer or former Director or officer for the reasonable cost of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the Directors not involved in the matter in controversy, whether or not a quorum, that it was in the best interests of the Association that such settlement be made, and that such Director or officer or former Director or officer was not guilty of negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer or former Director or officer may be entitled, under any Bylaw, agreement, insurance policy, or otherwise.

ARTICLE 12

AMENDMENTS AND GOVERNING LAW

12.1 Amendments.

(a) These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board subject to the approval of the Regular Members as set forth in this Section, **with the exception of Section B.**

(b) **These bylaws may be amended by 2/3 vote of the board of directors only, when said changes are required under state or federal law.**

(c) In the event the Board adopts a resolution altering, amending, or repealing these Bylaws or adopting new Bylaws and requesting approval thereof pursuant to this Section, the Association office shall **distribute** ~~mail~~ a ballot to each Regular Member permitting each such Regular Member to vote either in favor of or against such proposal. Ballots must be returned to the Association office or third party designation—electronically or postage paid, on or before the date indicated thereon by the Board, which date shall be not less than thirty (30) days from the date such ballot is sent electronically or deposited in the United States mail by the Association office. Ballots received at the Association office with postage due or after the due date shall be disregarded.

(d) In the event a majority of the ballots received by the Association office or third party designation on or before the specified date are marked in favor of the proposal, such proposal shall be deemed to be approved by the Regular Members, and such alteration or amendment shall thereupon be effective.

(e) The results of the balloting shall be promptly posted on the Association's website.

(f) The text of the proposed Bylaw provisions as well as the text of any existing provision proposed to be altered, amended, or repealed shall be posted on the Association's website and in the official publication of the Association to be received on or before the date such ballots are mailed. Any Regular Member may make a request via electronic mail to the Association Office for an electronic copy of such information; in such case, the Association Office shall promptly forward an electronic copy of such information to such Regular Member by electronic mail. Alternatively, any Regular Member may make a written request to the Association office for a copy of such information, which request must be accompanied by a self-addressed, prepaid envelope of appropriate size; in such case, the Association office shall promptly place a plain-paper copy of such information in the envelope provided and deposit the same in the United States mail.

12.2 ~~Texas Law.~~ State Law It is expressly recognized that when these Bylaws are silent as to the manner of performing any corporate function, the provisions of applicable ~~Texas~~ **State law of the state the principle office is located or Federal** law shall control.

Directors present when amendments were approved: Update names

Region 1: Rosalinda Vizina
Region 2: Ken Baty
Region 3: Leah Maertens
Region 4: Kevin Richmond
Region 5: Mike Reis
Region 6: Absent
Region 7: Katherine Klug
Region 7: Gage Taylor
Region 8: Sam Knott
Region 9: Kim Morgan
Region 10: BJ Carbino
Region 11: Amy Scharmer
Region 12: Chuck Fitzwater
Region 13: Jacob Tipton
Region 14: Lane Reigle