

BYLAWS
OF
PINEYWOODS CATTLE REGISTRY & BREEDERS ASSOCIATION, INC

ARTICLE I – OFFICES

SECTION 1. REGISTERED OFFICE. – The registered office shall be at 431 Highway 162; Russellville, Alabama 35653.

SECTION II. OTHER OFFICES. – Other offices may be located at other places either within or without the state of Alabama.

ARTICLE II – MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS. – Annual meetings of members for the election of officers, directors, and to transact other business will be held at the time and place determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. – Other meetings may be called by the President or by the Board of Directors.

SECTION 3. VOTING. - Each member shall have one vote in accordance with the terms of membership. All questions shall be determined by majority vote except as otherwise provided in the Charter or Bylaws.

SECTION 4. NOTICE OF MEETINGS. – Written notice, stating the place, date, and time of meeting, and the general nature of business to be considered shall be sent to each member, not less than ten days before the meeting.

ARTICLE III – DIRECTORS

SECTION 1. GENERAL POWERS. – The business affairs of the corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER AND TERM. – The number of directors shall be no fewer than three and no greater than five. Directors shall be elected by members to serve for terms of three years except that the initial terms shall be for one, two or three years.

ARTICLE IV – OFFICERS

SECTION 1. OFFICERS. – Officers shall consist of a President, Vice President, Secretary, Treasurer, and other officers as from time to time may be necessary and shall be elected by members.

SECTION 2. PRESIDENT. – The President shall preside over meetings of the Board of Directors and meetings of members. The President shall be elected to two year terms.

SECTION 3. VICE PRESIDENT. – The Vice President shall preside over meetings in the absence of the President and shall act as an assistant to the President. The Vice President shall be elected to terms of two years.

SECTION 4. SECRETARY. – The Secretary shall record minutes of meetings, maintain records, and be responsible for all correspondence on behalf of the corporation. The term of office shall be five years.

SECTION 5. TREASURER. – The Treasurer shall be responsible for depositing receipts and making disbursements from the corporate accounts, maintaining financial records and presenting a financial report to the membership at each annual meeting and at other such times as is deemed necessary. The term of office shall be five years.

ARTICLE V – MEMBERSHIP

SECTION 1. REGULAR MEMBERSHIP. – Regular membership shall be granted to persons that own registered Pineywoods cattle and are current in payment of dues. Regular members are entitled to one vote at meetings of members.

SECTION 2. ASSOCIATE MEMBERSHIP. – Associate membership shall be granted to persons that do not own registered Pineywoods cattle. Associate members may attend meetings of members but may not participate in voting.

SECTION 3. HONORARY MEMBERSHIP. – The corporation may from time to time grant honorary memberships. Honorary members may attend meetings of members but may not participate in voting.

ARTICLE VI

SECTION 1. SEAL. - The corporate seal shall be circular in form and shall contain the name of the corporation, the year of creation, and the words, “CORPORATE SEAL ALABAMA.”

SECTION 2. CHECKS. – All checks and other financial instruments of the corporation shall be signed by officer or officers in such manner as determined by the Board of Directors.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended at any annual meeting of members or at any special meeting by two-thirds vote of members present at such meeting that are entitled to vote.