

**BY-LAWS
OF
GREAT LAKES BELTED GALLOWAY ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT**

The corporation's board of directors now serving have determined it in the best interest of the corporation to hereby revoke the original By-laws dated September 23, 1992, and the First Amendment to said original By-laws dated November 9, 1993, and replace said By-laws and First Amendment and Third Amendment dated September 26, 2003 and January 17, 2004 with these third By-laws, as authorized by Section 1., ARTICLE X. AMENDMENTS of the By-laws. It is the intention of all parties that these By-laws supersede and take the place of the theretofore existing By-laws and First Amendment thereto.

ARTICLE 1

Section 1. The name of this corporation shall be Great Lakes Belted Galloway Association, Inc.

ARTICLE II – AIMS AND OBJECTIVES

Section 1. The purpose of the corporation is to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes.

Section 2. The Great Lakes Belted Galloway Association, Inc., has, as its primary objectives, the advocacy, development and promotion of the Belted Galloway beef cattle. Recognizing the existence of the national organization, the Belted Galloway Society, Inc., the primary function of this corporation will be to provide education about and promote interest in the breed from a regional standpoint.

Section 3. The corporation's voting membership is open to all cattle owners or breeders of Belted Galloway cattle, who are maintaining an efficient system of Belted Galloway registration with the Belted Galloway Society, Inc., the American Galloway Breeders Association, Inc., or Canadian Galloway Association.

Section 4. The corporation will maintain high breeding standards of the Belted Galloway breed with emphasis placed on production and performance and other qualities characteristic of the Belted Galloway breed.

ARTICLE III – MEMBERSHIPS

Section 1. There shall be three classes of membership: Active, Inactive and Junior. Other classifications may be adopted by the corporation's board of directors at their discretion.

A. Active members shall be voting members who are owners or breeders of registered or recorded Belted Galloway cattle. They shall pay the membership fee as prescribed by the corporation's board of directors. Membership fees shall be paid at the time of application. Individuals and families including children to the age of 21 years as of January first are eligible for active membership. Each individual over the age of 21 has the right to vote, though only one vote per active farm family is allowed on all issues, despite the actual number of family members.

B. Inactive members shall be no-voting members who are not owners or breeders of registered or recorded Belted Galloway cattle. They shall pay the membership fee as prescribed by the corporation's board of directors. Membership fees shall be paid at the time of application. Individuals and families including children to the age of 21 years as of January first are eligible for inactive membership.

C. Junior members shall be non-voting members under the age of 21 years of age, whose family does not have a membership in said corporation. They shall pay the membership fee as prescribed by the Corporation's board of directors. Membership fees shall be paid at the time of application. A Junior member's privileges, rights and membership shall terminate on his/her twenty-first birthday.

Section 2. General Rules and Procedures.

A. The board of directors shall have the power to accept or reject any application for membership. The board of directors shall also have the power to suspend or expel any member who conducts himself/herself in a manner detrimental to the corporation or fails to comply with the rules and/or regulations of the corporation. No membership fee shall be refunded to the applicant or the member as a result of such action.

B. Applications for membership must be made in writing to the corporation's secretary.

C. The membership year shall be from the month of acceptance of application to the anniversary date of said acceptance.

D. Memberships are not transferable.

E. Each individual 21 years or older, who is a part of an active membership shall have the right to cast one vote on any issue, though each active farm is only entitled to cast only one vote for any issues which may require voting.

ARTICLE IV – MEETINGS OF THE CORPORATION

Section 1. Membership Meetings. The annual meeting of the corporation shall be held during the spring of each year beginning with the year 1996. The meeting shall be for the purpose of holding elections and for the transaction of such other business as may come before the meeting. Special meetings may be called by the president or the board of directors.

A. The time and place of such meetings shall be designated by the board of directors.

B. All members shall be notified of such meetings, either by letter or published notice, not less than thirty (30) days nor more than sixty (60) days prior to the annual meeting and not less than ten (10) days before the date of any special meeting. Such notice shall state the place, day and hour of the meeting. Notice for an annual meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notice of special meetings shall state the purpose or purposes for which the meeting is called. Notice by letter, addressed to the address on record, shall be deemed to have been given when deposited with an official depository under exclusive jurisdiction of the United States Post Office.

C. At least 10% of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting without further notice.

D. At all meetings, the membership will vote by a showing of hands. Written ballots will be used when requested by a simple majority of members present and for the annual election of Directors.

Section 2. Board of Directors Meetings. A regular meeting of the board of directors shall be held annually immediately following the annual membership meeting of the corporation. In addition to the meeting provided following the annual meeting of the corporation, the directors shall meet at such times and places designated by the president or any two directors.

A. Directors shall be notified of any special meeting personally or by written notice, either mailed or personally delivered. Notice of special meetings shall state the purpose or purposes for which the meeting is called. Notice by letter, addressed to the address on record, shall be deemed to have been given when deposited with an official depository under exclusive jurisdiction of the United States Post Office.

B. A majority of the directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting without further notice.

Section 3. Executive Committee Meetings. Executive committee meetings shall be held on the call of the president and shall be scheduled to meet the needs of conducting the business affairs of the corporation.

A. Committee members shall be notified of any meeting personally or by written notice, either mailed or personally delivered before such special meeting. Notice of such meeting shall state the purpose or purposes for which the meeting is called. Notice by letter, addressed to the address on record, shall be deemed to have been given when deposited with an official depository under exclusive jurisdiction of the United States Post Office.

B. A majority of the committee members must be present in order to conduct business. However, a majority of those present may adjourn the meeting without further notice.

ARTICLE V – DIRECTORS AND OFFICERS

Section 1. The affairs of the corporation shall be managed by the board of directors. Only those members with a membership classification as an Active membership of the corporation may be eligible to serve as directors. Only one individual per active membership or per farm may be allowed to serve on the Board of Directors at any one time.

Section 2. The elected membership of the board shall consist of nine directors, one of whom shall be the immediate past president of the board. At the annual meeting in 1996, two directors shall be elected for an initial two year term of office and two directors shall be elected for an initial three year term of office. After installation of said four directors, which directors shall serve two year and three year terms shall be determined by mutual agreement, or, if mutual agreement is not ascertained, by drawing names from a hat in a confidential manner. The existing three directors, who are currently serving during the 1996 annual meeting, shall continue serving for a one year term of office. Thereafter the term of directors shall be three years, with three directors being elected in 1997, two directors being elected in 1998, two directors being elected in 1999 and so forth. A director's term of office shall commence with the conclusion of the corporation's annual meeting and shall continue until the expiration of his/her term or until his/her successor shall have been elected or appointed.

A. Any director absent from three consecutive meetings designated by the president may be suspended from the remainder of his/her elected term, as approved by a majority vote of the board of directors. Any board member considered for suspension will have an opportunity to appeal his/her suspension to the board of directors.

- B.** Directors-At-Large may be appointed to the corporation's board of directors for the purpose of incorporating a special expertise into the board's decision making responsibilities. Such additional directors shall be appointed by the Board President with a confirmation vote of a majority of the board. They are appointed from an advisory only standpoint and shall not have the power or authority of voting on board matters.
- C.** The immediate past president of the corporation shall serve as a regular voting member of the corporation's executive committee for a one year term following his retirement as president of the corporation. Following his/her term on the executive committee, he/she shall be eligible to be re-elected to the office of president.
- D.** If additional directors, other than directors-at-large, are to be elected to increase the size of the board, this shall be done by election at the annual meeting of the membership.
- E.** Any vacancy occurring in the board of directors may be filled until the end of the term of said director by and appointment of an Active Member by the President with a confirmation vote of a majority of the board of directors then in office.

Section 3. The directors of the corporation shall be elected from those with an Active membership classification of the Association at the corporation's annual membership meeting. The directors shall select from the corporation's board members or those members and non-board members with an active membership classification, at their next regular meeting, a president, vice president, secretary and treasurer. The offices of board president and board vice-president shall be selected from the current elected board of directors while the positions of secretary and treasurer can be selected from non-board members. In addition, the immediate past president shall be an automatic member of the board for at least one term after his/her tenure as president of the board. Any two or more offices may be held by the same person except the offices of president and secretary and the offices of president and vice president. These officers shall serve for one year or until their successors shall be elected or qualified. Any such officer may be removed by a majority vote of the board of directors at any regular or special meeting, whenever the best interests of the corporation are served thereby.

- A.** The president shall be the chief executive officer of the corporation. He/she shall serve as the chairman of the board of directors and the executive committee. He/she shall issue the call for all board and executive committee meetings and shall preside at all meetings of the corporation. In cooperating with the board of directors, he/she shall carry on the business of the corporation under the provisions of the Articles of Incorporation and bylaws of the corporation which shall be explained to all new board members as they are elected.
- B.** The vice president shall perform the duties and exercise the powers of the president during the absence or disability of the president and shall perform such other duties as may from time to time be assigned to him/her by the president or the board of directors. Should the office of president be vacated, the board of directors shall immediately appoint another director to fill the vacancy for the unexpired term.
- C.** The secretary shall be responsible for keeping the minutes of all business meetings of the corporation including the executive committee, board of directors and annual meeting and records of membership. He/she shall report news to the newsletter of the Belted Galloway Society, Inc., and shall assist in issuing the Great Lakes Belted Galloway Association, Inc., newsletters. He/she shall sign with the president all contracts, deeds, mortgages, leases and other documents entered into by the corporation. He/she shall give all notices required by statute, bylaw or resolution. He/she shall perform such other duties as directed by the president, executive committee and/or board of directors.

D. The treasurer shall collect all dues and issue notice of the same, pay all bills when they have been approved by the board of directors, keep an up-to-date account of the finances of the corporation and furnish names of paid-up members to the secretary. At each meeting of the board of directors, he/she shall provide a verbal or written report of the corporation's financial condition. At the corporation's annual meeting, he/she shall prepare a written financial statement for consideration and approval by the membership. He/she shall perform such other duties as directed by the president, executive committee and/or board of directors.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the president, vice president, secretary, treasurer and immediate past president. The president shall serve as chairman of the executive committee.

Section 2. The duties of the executive committee shall be to supervise the general operation of the corporation's business affairs. They shall be directly responsible to the board of directors and shall make such reports of the committee's actions to the board of directors as the board may from time to time direct.

Section 3. The executive committee shall review the financial records of the corporation sometime during the month of April of each fiscal year and report to the board of directors in writing a statement of their findings.

ARTICLE VII – REGULAR AND SPECIAL COMMITTEES

Section 1. The corporation shall have regular and special committees and such other committees as the board of directors may appoint from time to time. Each committee shall have a chairman, who shall be appointed annually by the president. The membership of each committee shall be at the discretion of the president and the respective chairman. The vice president shall serve as an ex-officio member of all corporation committees and shall be notified of their scheduled meetings. Each committee, through the chairman, shall serve the corporation by acting as a resource study group, making recommendations to the board of directors for consideration as a policy for the corporation. Each committee chairman shall make a report to the annual membership meeting and to the board of directors at their request. The board of directors shall have the authority to withdraw the appointment of any committee person, should the board deem such action to be in the best interest of the corporation.

Section 2. Regular committees may annually be appointed by the president. These committees may include, but not limited to, Membership, Public Relations, Sale Marketing and Youth Development.

Section 3. The president may annually appoint special committees including, but not limited to, Budget, Legislative and Nominating. The Nominating Committee shall consist of the immediate past president, who shall serve as committee chairman, and two other board members, appointed by the president and approved by the board.

Section 4. The board of directors may annually elect two representatives residing in Wisconsin to the Wisconsin Beef Breeds Council.

ARTICLE VIII – FISCAL YEAR

Section 1. For accounting purposes, the corporation's fiscal year shall begin on the first day of January and shall end on the last day of December of each year.

ARTICLE IX – GENERAL

Section 1. It shall be the duty of the treasurer to maintain an accurate accounting system and to provide such other accounting practices as may be necessary to insure the proper and orderly recording of all business transactions of the corporation.

Section 2. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument in the name of, and on behalf of, the corporation. Such authorization shall be confined to specific instances.

Section 3. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the board of directors.

Section 4. All checks drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by the board of directors to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the board of directors.

Section 5. All funds of the corporation shall be deposited from time to time in such banks, trust companies or other depositories as may be selected by or under the authority of the board of directors.

ARTICLE X – AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted upon a majority vote of those members with an active membership classification at any regular or special meeting of the corporation's directors.

ARTICLE XI – LITIGATION

Section 1. Members or nonmembers shall not commence any action, whether in law or equity, against the Association in any courts other than those federal or state courts located in the State of Wisconsin.

ARTICLE XII – DISSOLUTION

Section 1. Upon dissolution or liquidation of this corporation, any funds or assets will be contributed to the Belted Galloway Society, Inc..

The foregoing bylaws are duly considered and adopted by the board of directors of the Great Lakes Belted Galloway Association, Inc., on this 26th day of September, 2003.
