

**TENTH AMENDED BY-LAWS
OF THE
NORTHWEST HIGHLAND CATTLE ASSOCIATION**

Article I Offices

The principal office of the corporation shall be located at 10790 Upper Badger Pocket Rd, Ellensburg, WA 98926.

Article II Objectives

The objectives of the Northwest Highland Cattle Association ("NWHCA") are to promote Highland cattle in the Pacific Northwest by raising an awareness of their benefits and to support the membership through educational, business and social activities.

Article III Directors

Section 1. Membership of the corporation shall consist of individuals, families or farm units which own, have owned or are interested in Highland cattle. Each individual, family, or farm which has paid dues for the year is entitled to one (1) vote. Dues shall be set from time to time by the Board of Directors or the members.

Section 2. The corporation may be affiliated with the American Highland Cattle Association and with the Canadian Highland Society and such other societies or associations as the Board of Directors may determine.

Section 3. The annual meeting of the membership shall be held on the last Saturday of April of each year, or at such other time as set by the Board of Directors, when the members shall elect a Board of Directors, and to transact such other business as may properly be brought before the meeting.

Section 4. The members present in person or by proxy at the annual meeting, or such other meetings duly called, shall constitute a quorum for the transaction of business.

Section 5. At any meeting of the members, every member shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member bearing date, not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period, but in no event shall a proxy, unless coupled with an interest, be voted on after three (3) years from the date of its execution.

Section 6. Special meetings of the members, for any purpose, or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, and shall be called by the Secretary of the corporation at the request in writing of any Director or any member or members holding in the aggregate 10% of the voting power of all members. Such request shall state the purpose, or purposes, of the proposed meeting. Upon receipt of such request it shall be the duty of the Secretary to call a special meeting of the members, to be held at the office of the corporation or elsewhere at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such request, and if the Secretary shall neglect or refuse to issue such a call, the director or member or members making the request may do so. If more than eighteen (18) months are allowed to elapse without an annual members meeting being held, any member shall call such meeting, to be held at the office of the corporation.

Section 7. Business transacted at all special meetings shall be confined to the objects stated in the call.

Section 8. Written notice of the meeting of the members, giving the time, place and purpose of the meeting, shall be given to all members entitled to vote at said meeting at least ten (10) days prior to the date named for the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a member at his/her/its last-known post office address, notice shall be deemed to have been given to said member. Notice of any members' meeting may be waived in writing by any member at any time.

Section 9. The amount of annual membership dues shall be set by the Board of Directors. Dues for a calendar year must be paid by February 28 of each year. If a member has failed to pay dues for two consecutive years, his/her/its membership shall automatically be deemed terminated.

Article IV Board of Directors

Section 1. The property and business of this corporation shall be managed by the Board of six (6) directors. They shall be elected at the annual meeting of the members, to serve staggered three (3) year terms, and each Director shall be elected to serve until his or her successor shall be elected and shall qualify. After serving two consecutive terms, a director shall not be eligible for reelection for one year.

Section 2. If the office of any Director, or Directors, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors shall choose a successor, or successors.

Section 3. There will be three (3) regular meetings of the Board each year, one in connection with the annual meeting, and one in the spring and in the fall of each year. The regular meetings of the Board may be held at such time and place, either within or without the state of Washington, as shall from time to time be determined by the Board.

Section 4. Special meetings of the Board may be called by the President on ten (10) days' notice to each Director, either personally or by mail or by email, special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of three (3) Directors. Notice of any Directors' meeting may be waived in writing by any director at any time, and any meeting at which all are present shall be valid without notice or waiver of notice. If a resolution of the board is signed by every member thereof, the same shall have the same effect as if a meeting had been called and the resolution duly adopted.

Section 5. At all meetings of the Board of Directors a majority of the Board shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6. A Director may be removed by the other Directors if he/she fails to attend two (2) consecutive meetings of the Board.

Section 7. In addition to the powers and authorities by these by-laws expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, or by the Articles of Incorporation, or these by-laws, directed or required to be exercised or done by the members.

Section 8. Meetings of the Board of Directors may be held in person, telephonically, via video conferencing or any other means so long as each Director can hear and be heard by all Directors in attendance.

Article V Officers

Section 1. The officers of the corporation shall be elected by the Directors, and shall be a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer need not be Directors, but the President and Vice President shall be members of the Board of Directors. Any two of the officers may be combined in any one person where permitted by law.

Section 2. The Board of Directors, at its first meeting after each annual meeting of the members, shall elect a President, Vice President, Secretary, and Treasurer.

Section 3. The Board may appoint such committees, officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The officers of the corporation shall hold office until their successors are elected, and qualify in their stead, except that the Secretary and Treasurer are to serve at least a three (3) year term. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer, or officers, becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Article VI

The President

Section 1. The President shall be the chief executive officer of the corporation; who shall preside at all meetings of the members and directors; who shall have general charge of the corporation and who shall see that all orders and resolutions of the Board are carried into effect.

Section 2. The President shall execute bonds, mortgages, and other contracts.

Section 3. The President shall be ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

The Vice President

Section 4. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The Secretary

Section 5. The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall complete the formal nonprofit corporation annual report as required by the State of Washington.

The Treasurer

Section 6. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 7. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may be required, an account of all transactions as Treasurer and of the financial condition of the corporation.

Section 8. The Treasurer shall give the corporation, if required by the Board of Directors, a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.

Article VII Notices

Section 1. Whenever, under the provisions of these by-laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, addressed to such member, officer or trustee at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Any member, director or officer may waive any notice required to be given under these by-laws.

Article VIII Amendments

These by-laws may be amended by a majority vote of the directors or of the members, provided that any amendments by the Directors shall be subject to the approval of the member.

Article IX General

Robert's Rules of Order, Revised, shall govern all meetings of the corporation, its officers, directors, members or committees, unless otherwise herein provided, and if disputes arise.

REVISED: October 7, 2023



Amy Asman, Secretary/Treasurer