

BY LAWS OF THE MONTEREY COUNTY CATTLEMENS ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BEENEFIT CORPORATION

ARTICLE 1- NAME AND OFFICE

The name of this corporation is and shall be MONTEREY COUNTY CATTLEMEMS ASSOCIATION.

The principal office of this corporation shall be ~~931 Blanco Circle Salinas California 93915~~ P.O. Box 308 soledad Ca 93930 or such address as may be determined from time to time by the board of directors. Additional offices may be located in such other places as may be determined from time to time by the board of directors.

ARTICLE II- Purpose

The purpose of this corporation is to foster and promote high standards and sound practices for the general interest and welfare for the cattle raising industry and the corporation's members, in Monterey County, California. In furtherance of this legislation, prevent the theft of cattle and aid in the prosecutions therefor, offer rewards for the apprehension and of criminals, assist in the orderly marketing of cattle, collect, compile and disseminate information of benefit to the cattle industry, make tariff and traffic agreements, and to do other such lawful acts and things as may be deemed proper, necessary or convenient to improve an promote the breeding, management and marketing of cattle.

Notwithstanding any of the above statements of purpose and power, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not furtherance of the primary purposes of the corporation.

ARTICLE III - MEMBERSHIP

Section 1. Classes of members.

The corporations shall have three (3) classes of members, regular members, county members, and associate members. The designation of such classes and the qualifications of the members of such classes shall be as follows.

- Regular member. The regular member is an individual, partnership or corporation engaged in the production of beef, or a landowner receiving income from land rentals for the production of beef, holding joint membership in the California Cattlemen's Association and the Monterey County Cattlemen's Association. **Each regular member shall have one vote.**
- County member. A County member is an individual, partnership, or corporation engaged in the production of beef, or a landowner receiving income from land rentals for the production of beef, holding a membership only in the Monterey County Cattlemen's Association. **County member shall have one vote.**
- Associate member. An associate member is an individual, partnership, or corporation interested in supporting the cattle industry. **Associate member shall not vote.**

Section 2. Election of members New members must be approved by a majority of the Board of Directors.

Section 3. Fees, Dues And Assessments.

- Each member in good standing must pay, with in time and on the conditions set by the board of directors, the initiation fee and annual dues in amounts to be fixed from time to time by the board of directors. The dues and fees shall be equal for all members of each class, but the board of directors may, at its discretion, set different fees and dues for each class.
- All membership dues, regardless of classification of membership, are due and payable on or before December 1 of each year for the ensuing fiscal year. Members delinquent on

December 1 shall be dropped from the membership roles. Any member so suspended may be reinstated upon payment of dues for the current year or period.

- The annual membership dues for regular members, members belonging jointly to the California Cattlemen and Monterey County Cattlemen's Association, will be billed from the California Cattlemen's Association, who will in turn reimburse the Monterey county Cattlemen's for the local association's portion of said dues.
- The corporation may at any membership meeting levy an assessment for extraordinary purposes, provided a two-thirds majority of the entire regular membership in good standing votes in favor of such assessment. In such majority vote cannot be secured at a meeting, a vote of the absent members required to attain the two-thirds majority of all regular members must be secured in writing pursuant to the requirements of Section 7513 and 7514 or the California Non-profit Corporation Law, or any successor provisions of law.

Section 4. Termination of Membership

- Causes of termination . The membership of any members shall terminate upon occurrence of any of the following events:
- The resignation of a member.
- Expiration of the period of membership, unless the member sooner renews for a subsequent period, on the renewal terms set by the board of directors.
- The occurrence of any event which renders such member ineligible for membership, provided the termination for such causes shall take effect only upon expiration of the period(not exceed one year) for which such member's current membership runs.
- The determination by the board of directors for a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interest of the corporation.

b. Procedure for expulsion. Following the determination that a member should be expelled under Sub-paragraph iv above, the corporation shall follow the procedure mandated by Section 7341, or successor provision , of the California Nonprofit Corporation Law.

Section 5. Transfer of Membership and Property Rights of Members.

Membership in this corporation is not transferable or assignable. Any purported or attempted assignment, transfer, alienation or encumbrance of a membership or any membership rights shall be wholly void and confer no rights upon the purported assignee, transferee or claimant. No member shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for the debts and obligations of the corporation, the Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation, In no event shall any earnings or other property of the corporations be distributed to or inure to the benefit of any member, former member, dual either directly or indirectly.

ARTICLE IV- MEETINGS OF MEMBERS

Section 1. Place of meeting. Meetings of the membership shall be held any place within or outside the State of California designated by these Bylaws or the Board of directors. In the absence of any such designation, members' meeting shall be held at the

principal executive office of the corporation.

Section 2. Regular meetings. The regular meetings of the corporation shall be held ~~twice~~ **once** annually, in the spring ~~and fall~~ of each year, and the meeting places shall ~~rotate between north and south parts of~~ **be in** Monterey County, at such time and places as determined by the Board of Directors.

Section 3. Special meetings. Special membership meetings may be called by the presidents at his discretion, but must be called by him or in his absence by the vice-president upon written request of ten members entitled to vote on the business to come before the meeting, ~~or, if ten members is more than 5 % of the voting membership, upon written request of 5 % of the members entitled to vote on the business to come before the meeting, at which meeting, no business shall be transacted other than that for which such meetings was called. Upon receiving the written request from members, a president or vice president shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this ARTICLE IV, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within 20 days after the receipt the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or effecting the time when a meeting of members may be held when the meeting called by action of the Board of Directors.~~

Section 4. Notice of Members' meeting.

- General notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with subsection c. if this sections neither 4 of this Article IV not less than 15 nor more than 90 days before the date pf the meeting. The notice shall specify the place, date and hour of the meetings and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Boards of Directors, at the time of giving the notice, intends to present for action by the members.

- Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states that the general nature of the proposals. Member action on such items is invalid unless the notice or written waiver of notice sites that the general nature of the proposal (s) :
 - Removing a director without cause
 - Filling vacancies on the board of directors by the members
 - Amending the articles of incorporation
 - Approving a contract or transaction in which a director has a material financial interest;
 - Approving a plan of distribution of assests, other than cash, in liquidation when the corporation has more than one class of memberships outstanding.
 - Manner of giving notice. Notice of any meeting of the members shall be given either personally or by first class mail, telegraphic or other written communication, charges

prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporations books and no address has been so given, notice shall be deemed to have been given if eight (i) notice is sent to that member by first class mail or telegraphic or other written communication to the corporation's principal executive office, ~~or (ii) notice is published at least once in a newspapers of general circulation in the county where that office is located.~~ Notice shall be deemed to have been that given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

- ~~Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any transfer agent of the corporation giving the notice, and if so executed, shall be filled and maintained in the minute book of the corporation.~~
- ~~Manner of Casting Votes. Voting may be done by voice or ballot, provided that any election of directors must be, by ballot if demanded by any member before the voting begins.~~
- ~~Majority vote. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation or these bylaws.~~

~~Section 8. Waiver of Notice or Consent by Absent members~~

- ~~Written waiver or consent. The transaction of any meeting of members, either annually or special however called or noticed, and wherever held, shall be as valid as though taken at a meeting dully held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article IV, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consent, or approvals shall be filled with the corporate records or make part of the minutes of the meeting.~~
- ~~Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the illegality of the notice. Also, attendance at the meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.~~

~~Section 9. Action by Written Consent Without a Meeting~~

- ~~General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.~~
- ~~Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote, such ballots shall be mailed or delivered in the manner required by Section 4 of this Article IV for giving notice of special meetings. All solicitations of votes by ballot shall: indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the~~

measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) Set forth the proposed action; and (2) provide to members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

- ~~Quorum Majority. — Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the numbers of votes cast by ballot.~~
- ~~Revocation. — No written ballot may be revoked after delivery to the corporation or deposit in the mail, whichever comes first.~~
- ~~Filing. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records.~~
- ~~Effect of Noncompliance. — Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions for the Law.~~

Section 10. Record Date for member Notice, Voting and Giving Consent and Other Actions.

- To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote. To give consent to corporate action without a meeting, or to take other action, the board of directors may fix, in advance, a “record date” which shall not be more than 60 nor fewer than 15 days before the date of any such meeting, no more than 60 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote to give consent, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California On profit Corporation Law.
- Failure of Board to Determine Date
- Record date for Notices of Voting. Unless fixed by the board of directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting was held.
- Record Date for Written Consent to Action Without a Meeting. Unless fixed by the board the record date for determining those members entitled to vote by ballot on corporate action without meeting, when no prior action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.
- Record Date for Other Actions. Unless fixed by the Board, the record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 11. Proxies.

- Right of members. Every person entitled to vote shall have the right to do so either in person or by proxy executed in writing by the member or by his duly authorized attorney-

in-fact and filed with the secretary of the corporation.

- Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (1) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (2) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted: provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provision of the California Nonprofit Corporation law.
- Form of Solicited Proxies. In any election of directors, any form of proxy that is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

ARTICLE V - DIRECTORS AND OFFICERS

Section 1. Number of Qualifications of Directors and Officers

- The board of directors shall consist of ~~nine~~ **fourteen** persons: the corporation's president, vice-president, secretary **and** treasurer and ~~six~~ **ten** other directors, of which one will be the immediate past-president.
- Officers. The officers of the corporation shall consist of a president, vice-president, and secretary /treasurer, all of whom shall also serve on the board of directors of the corporation.
- Exofficio members of the board. The Director of the cooperative extension for Monterey County, Agricultural Commissioner for Monterey County, the president of the Monterey County ~~Cowbells~~ **Cattlegirls** or their designated representatives shall be exofficio members of the board.

Section 2. Election and Term of Office of Directors.

- Officers shall be elected annually at the annual meeting in the ~~fall~~ **spring**.
- Other directors shall be elected at the annual meeting in the ~~fall~~ **spring** to serve a ~~two~~ **three** year term. ~~Three~~ **five** of the ~~six~~ **ten** directors terms shall be ~~elected~~ **decided** each year, **by the Board of Directors**.

Section 3. State Directors. One or more directors to the California Cattlemen's Association board of directors, depending upon eligibility as set forth by the California Cattlemen's Association, ~~shall be elected annually at the annual meeting in the fall~~ **spring**. Such state directors shall be officers, past officers, directors or past directors or active regular members of the corporation. **State Directors and an** Alternate for each state director shall be appointed by the president.

Section 4. Vacancies.

- Events causing vacancies. A vacancy or vacancies in the board of directors shall be deemed to exist on the recurrence of the following:
- **Vacancy for Absence. Any member of the Board of Directors who does not attend a majority of Board of Director's meetings or otherwise fails to meet his or her obligations as a Board member may be removed, with notice, from office by a majority vote of the Board of Directors.**

- Vacancies. The Board of Directors shall appoint by majority vote a qualified person to fill any vacant positions for the unexpired portion of that term. A vacancy on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of directors is increased.

Section 4.1 Removal of Directors. A Director may be removed from office if any of the following has been found to have occurred:

- a. There occurs a vacancy for absence is defined in Section 4.1
- b. A conflict of interest is found to exist between the Director and the corporation;
- c. The Director is found to have engaged in activities that are directly contrary to the interests of the corporation;
- d. The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or
 - e. Majority of Directors determine that the Director has not continued to meet the qualifications for office.
 - f. Director has missed 3 or more meetings in a 12 month period without an excuse from the president.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors.

- ~~The death, or resignation or removal of any director.~~
- ~~The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by order of court or convicted of a felony or has been found by final order or judgement of any court to have breached a duty under Corporations Code Section 7230 and following of the California Nonprofit Corporation.~~
- ~~The vote of the members to remove a director. Provided, that no director who was designated as such rather than elected by the members, may be removed without the written consent of the person or persons who designated such director;~~
- ~~The increase of the authorized number of directors, or;~~
- ~~The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.~~
- ~~Resignations. Except as provided in this paragraph, any director may resign which resignation shall be effective on giving notice to the president, secretary or the board of directors, unless the notice specifies that a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective.~~

- Filling Vacancies. Vacancies in any elective office shall be filled by a majority of the persons who are directors, though less than a quorum, or a sole remaining director, A person elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office until his successor is elected.
- No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- Term limits on number of years each director may serve as a member of the Board of Director may be decided by the majority vote of the Board if the Board deems such action necessary.

Section 4.2 Resignations. Subject to the provisions of Corporations Code Section 5226 any Board member may resign and such resignation shall be effective upon giving written notice to the Chairperson, the Recording Secretary, or the Board of Directors, unless notice specifies a later date for the effectiveness of such resignation. The vacancy shall be filled as established in Section 4 (c). If the resignation is effective at a future date, the replacement shall be appointed effective that date.

Section 5. Powers

- General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these by laws, and subject further to the requirements of the articles of incorporation and bylaws of the California Cattlemen's Association, the business and affairs of the corporation shall be managed, all corporate powers shall be exercised by or under the direction of the board of directors.
- Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - Call special meetings of the membership or the board of directors when they deem it necessary. Such special meetings must be called at any time upon written request of three of the directors;
 - Appoint and remove at pleasure all officers, agents, and employees of the association; to prescribe their duties, fix their compensation and require from them security for faithful service.
 - Incur indebtedness; provided the amount of indebtedness shall at no time exceed the balance which may be raised by membership dues or special assessment for that current year. The terms and amounts of such indebtedness shall be entered in the minutes of the board and a note or obligation given by them, signed by the president and secretary/treasurer shall be binding upon the corporation.
 - Periodically inspect the accounts of the corporation.
 - Select one or more depositories for the corporations funds,
 - Designate who shall sign the check, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation. In the absence of designation, the same shall be signed by the corporations president and the secretary/treasurer.
 - Appoint such committees as may from time to time deem advisable.
 - Accept on behalf of the corporation any contribution , gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section 6. Place of meetings, Meetings by Telephone

Regular meeting of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or if not stated in the notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of the Section 6, a regular or special meeting of the board of directors may be held any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filled with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting,

Section 7. Regular meetings. The board of Directors shall meet at least four times a year, without call, at such time as shall from time to time be fixed by the board of directors. Notices of all regular board of directors meetings shall be mailed to each member of the board at his last known address at least seven days prior to the date of such meeting.

Section 8. Special meetings.

- Authority to call special meetings of the Board of Directors for any purpose may be called at any time by the president or any two directors, Unless approved by the president for an alternative location, the place will be the office of the corporation.
- Notices
- Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would be responsibly be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid. All such notifies shall be given or sent to the directors address or telephone number as shown on the records of the corporation.
- Time Requirements. Notices sent by first class mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
- Notice contents, The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meetings, or place of the meeting, if it is held at the principal executive office of the corporation.

Section 9. Quorum. Five board members shall constitute a quorum at all board of directors meetings for the transaction of business, except to adjourn as provided in Section 11 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice. The transaction of any meeting of the board of directors, however

called and noticed or wherever held, shall be as valid as a though taken at a meeting duly held after regular call and notice, it (a) a quorum is present, and (b) either before or after the meeting in each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waiver, consents, and approvals shall be filed with the corporate records of make a part of the minutes of the meeting. Notice of meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment. A majority of the directors present, whether or not constituting a quorum , may adjourn any meeting at another time and place.

Section 12. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

ARTICLE VI - FEES AND COMPENSATION

No officer or director or member of the corporation shall receive any pay or remuneration for services rendered to the corporation , excepting the board of directors may authorize the reimbursement of out-of-pocket expenses incurred while on official corporation business or may authorize the purchase of gifts to members for outstanding service, as may be determined by resolution of the board of directors to be just and reasonable.

ARTICLE VII- COMMITTEES

Section 1. Standing chairmen shall be named by the president and shall serve on the board of directors without a vote, but with the privilege to speak to issues. The standing committees shall consist of finance, membership, legislative and any other committee deemed necessary by the board.

Section 2. Nominating Committee.

A nominating committee appointed by the president shall present to the ~~membership~~ **Board of Directors** for the ~~fall~~ **spring** meeting nominations for offices to be filled. The immediate past-president shall act as chairman of the committee.

ARTICLE VIII – ELECTION OF DIRECTORS

Section 1. Nomination and Solicitations for Votes.

- Nominating committee. The chairman of the board, or the president if there is no chairman, shall appoint a committee to select qualified candidates for the election to the board of directors ~~at least 120 days before the date of any election of directors.~~ The nominating committee shall make its report **to the Board of Directors** at least ~~90~~ **30** days before the **spring meeting and** ~~date with the notice of meeting required by Article IV, Section 4,~~ a list of candidates nominated, by office **shall be reviewed by the Board of Directors and such nominations and vacancies to be filled shall be forwarded to the membership for a vote at the spring meeting. The membership, upon receipt of nominations, may submit names to the nominating committee for review to fill vacancies.**
- Nominations by members. ~~If there is a meeting to elect directors,~~ **At the spring meeting**

any voting member present at the meeting, in person or by proxy, may place names in nomination. **Nominations will only be accepted to fill vacancies not filled by the nominating committee as forwarded to the membership. These nominations will be subject to a vote of the membership as noted in Section 2 of Article VIII.**

- Selection Procedures. The procedures followed for the annual meeting shall provide reasonable opportunity for a nominee to communicate to the members the nominee's qualification and the reason for the nominees' candidacy, a reasonable opportunity for all nominees to solicit votes, and reasonable opportunity for all members to choose among the nominees.

Section 2 Vote Required. A plurality of votes cast at an election at which a quorum of voting members is present shall be sufficient to elect a person to an office to be filled. Candidates receiving the highest number of votes shall be elected to the respective offices.

ARTICLE IX - DUTIES OF OFFICERS

Section 1. President. The president shall preside over all meetings of members and the board of directors and shall have a casting vote. He shall be entitled to vote in the election of officers. He shall not make or second any motion or resolution or take part in debate while in the chair. He shall strictly enforce the provisions of the Constitution and Bylaws, appoint all special committees, inspect and announce the result of all balloting and call the directors together whenever he deems it necessary. He shall sign, as president, all orders, contract and other instruments of writing which have been first approved by the Board of Directors or by the members. He shall perform all other duties appertaining to his office.

Section 2. If at any time the president shall be unable to act, the vice-president shall take his place and perform his duties. If both the president and vice-president shall be unable to act, the directors shall appoint some other member of the board to act as president, in whom shall be vested for the time being all the duties and functions of this office.

Section 3. Secretary. The secretary shall keep or cause to be kept at the place as the Board of Directors may order, a book of minutes of all meetings of Directors and members. The Secretary shall keep, or cause to be kept, appropriate current records showing the members of the corporation, together with their addresses. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any other duties as may be prescribed by the Board of Directors.

Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the financial transactions of the corporation. The books and records shall at all reasonable times be open to inspection by any director or member. The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories, as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chairperson and Directors whenever they request it, and account of all of the transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these by-laws. In addition, the Treasurer shall serve as Chair of the Finance Committee.

~~The secretary—treasurer shall keep a thorough and accurate account of the transactions of the association, keep properly filed and endorsed all documents appertaining thereto, write all communications, draw and sign all drafts ordered paid at any meeting, and issue all summons or notices required. He shall keep a membership roll showing dates of admission and dates of withdrawal, keep just and faithful accounts between the association and its members, receive al~~

~~money due and shall notify all members when they are in arrears for dues. He shall deposit all monies and other valuables in the name and the credit of the association with such depositories as may be designated by the board of directors, He shall keep a ledger and a cash book and at each regular meeting for the membership or the board of directors or as requested by the board of directors he shall render and account of the state of his books. He shall have other such powers and duties as may be prescribed by the Board of Directors or by these Bylaws.~~

Section 4. The officers for the term expiring, shall prepare and deliver to their successors the results of the elections and a regular report of the books for the term, including the names of those initiated those suspended and the cause thereof, and of those reinstated or deceased, the entire number of memberships and the amount of receipts.

Section 5. The board of directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business or the corporation may require, each of whom shall have the title, hold office for the period, have authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

Section 6 Subordinate officers. Subject to the rights, if any, of any subordinate officer under any contract of employment, any such subordinate officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in the case of an officer chosen by the Board of directors, by an officer on whom such power of removal may be conferred the board of directors.

ARTICLE X – INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND OTHER AGENTS

Section 1. Definitions. For the purpose of this article,

- “agent” means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director officer employee or agent of another foreign or domestic corporation partnership joint venture trust or other enterprise or was a director officer employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- “expenses” includes. Without limitation, all attorney’s fees, cost, and any other expenses incurred in the defense of any claims or proceedings against and agent by reason of his position or relationship as agent and all attorney fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of a proceeding referred to in this Article, or in the defense of any claim issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons other than the Corporation. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director, or person

granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self dealing within the meaning of California Cooperation Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation.

- Claims Settled out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- Claims and suits Awarded against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or reason of the fact that the person is, or was an agent of this corporation. For all expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:
 - The determination of good faith conduct required by Section 5. Blow must be made in the manner provided for in that section; and
 - Upon application, the court in which the action was brought must determine that , in view of all of the circumstances for the case, the agent should be entitled to indemnity for the expenses incurred . If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent is Section 3 and 4 above is conditioned on the following:

- Required Standard of Conduct. The agent seeking reimbursement must be found, in manner provided below, to have acted in good faith, in a manner believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in alike position would use in similar circumstances. The termination of any proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he reasonable believed to be in the best interest of the corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding the person must have had no reasonable cause to believe that his conduct was unlawful.
- Manner of determination of good faith conduct; the determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:
 - The Board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
 - The affirmative vote (or written ballot in accord with Article IV, Section 9) of a majority of the votes represented a voting at a duly held meetings of members at which a quorum is present (which affirmative votes also constitutes a majority of the required quorum);
 - The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent , attorney, or other person

is opposed by this corporation.

Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii) , in any circumstance when it appears:

- That the indemnification or advance would be inconsistent with provision of the articles, a resolution of members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in the Article.

Section 8. Contractual Rights of Nondirectors and Nonofficers' Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violation provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XI- BOOKS AND RECORDS

The corporation shall keep at its principal office correct and complete books and records of account written minutes of the proceedings of its board of directors, the original or a copy of the articles and bylaws as amended to date, and a record giving the names and addresses of all members and the class of membership held by each. All books and records of the corporation may be inspected by any member, or his or her agent or attorney at any reasonable time for any purpose reasonable related to the members interest as a member. Every director shall have the absolute right at any reasonable time to inspect in person, or by an agent or attorney, all books records and documents of every kind and physical properties of the corporation. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XII- ANNUAL REPORTS

Not later than one hundred twenty days after the close of the corporations fiscal year , the Board shall cause to be sent to the members an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

ARTICLE XIV- PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Roberts Rules of order newly revised shall govern the corporation and all parliamentary proceedings in which they are applicable, and in which they are not inconsistent with these bylaws, the articles of incorporation, or them existing law. The president vice-president and secretary shall familiarize themselves with the above rules or Order.

ARTICLE XV- AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the

members or their proxies, by written assent of these persons. However, if the corporation has more than one class of voting members, any amendment which materially and adversely affect the rights of any class as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

ARTICLE XVI- DISSOLUTION

Section 1. This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this corporation shall inure to the benefit for any private director or member or individual. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to the California Cattlemen Association.

Section 2. This corporation shall not have the power to dissolve itself so long as there are twenty (20) dissenting members, except as otherwise provided by law.

ARTICLE XVII – REWARDS

Section 1. Regular members in good standing are eligible to participate in the reward program as established in California, which offers a reward for the arrest and conviction of persons stealing, killing, and harming livestock owned by a regular member as defined in the bylaws.

Section 2. Monterey County Cattlemen's Associations Board of Directors may establish a separate awards program if deemed necessary for information leading to the arrest and conviction of persons stealing, killing, or harming livestock owned by a County member as defined in these bylaws.

ARTICLE XVIII – FISCAL YEARS

The corporation's fiscal year shall commence December 1, and shall end the following November 30.

CERTIFICATE OF SECRETARY

I, undersigned do hereby certify:

- That I am the duly elected and acting secretary of _____ a California Non Profit Mutual benefit corporation; and
- That the foregoing By Laws comprising twenty pages, include this page, constitute the By Laws of said corporation as duly adopted by the Incorporator signed the ____ day of _____, said organizational Certificate was adopted pursuant to 7134 of the California Non Profit Mutual Benefit Corporation Law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____ .

Secretary_____

Amendments to the By laws

Article V Section 1

Number and Qualification of Directors and Officers

- The Board of Directors shall consist of twelve person: The corporations president, three vice presidents, secretary, treasurer, six other directors, of which one will be the immediate past president.
- Officers The officers of the corporation shall consist of a president , three vice presidents m secretary and treasurer all of whom shall also serve on the Board of Directors of the corporation.

July 4 1985 Amendment to the By Laws

Article IV Section 2

Regular meetings. The regular meeting of the corporation shall be held once annually, in the spring of each year, and the meeting place shall be rotated between north and south parts of Monterey County, at such time and place as determined by the board of directors.

Article VII Section 2

Nominating Committee A nominating committee appointed by the president shall present to the membership for the spring meeting nominations for office to be filled . The immediate past three presidents shall act as chairman of the committee.