

# Amended and Restated Bylaws of The Texas Sheep Dog Association

## Article I

### PURPOSES – POWER

1.1 Purpose: The Texas Sheep Dog Association, Inc. (“TSDA”) was founded in 1963 and incorporated in 1981 to advance and create an interest in the breeding and training of working stock dogs across Texas. Also, through a system of awards and sheep dog trials, to encourage the continual development of better stock dogs and their applied use on modern farms, ranches, and livestock operations. While fulfilling this purpose, the TSDA seeks to build cordial relationships in the community and to promote humane treatment of dogs, sheep, cattle and goats.

1.2 Powers: The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Texas Non-Profit Corporation Act, and the Corporation shall have all rights conferred on non-profit corporations under the laws of the State of Texas consistent with the provisions of Section 501(c) (5) of the Code.

1.3 Limitations on Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## Article II

### OFFICES

2.1 Principal and Other Offices. The principal office of the Corporation shall be at such location, within or without the State of Texas, as the Board of Directors may from time to time designate. If no location is so designated, the Corporation’s principal office shall be the same as its registered Office. The Corporation may have such other offices, within or without the State of Texas, as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

2.2 Registered Office and Agent. The Corporation will maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and the registered agent as permitted in the Texas Business Organizations Code (the “TBOC”).

## Article III

### MEMBERS

3.1 Annual Meeting. The members shall have an annual meeting at the call of the board of directors.

3.2 Special Meetings. Special meeting of the members of a corporation may be called by the president, the Board of Directors; or by not less than one-tenth of the voting members of the corporation.

3.3 Quorum and Voting. A quorum for any meeting of members shall be not less than 15% of the total membership. Only those members whose membership has been in effect for at least 6 months prior to any vote are eligible to vote. No members may vote by proxy. A membership vote on the election of directors, the amendment of the bylaws, the amendment of the Certificate of Formation, or other membership vote required by law may be conducted by the Board of Directors in person, by mail, or by email, or by any combination of those methods.

3.4. Notice of Meetings of Members. Notice of the annual meeting and of any special meeting of members shall be given to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 50th day before the date of the meeting. Any such notice must state the place, date and time of the meeting of members and, if the meeting is a special meeting, the notice shall also state the purpose or purposes for which the meeting is called. Notice may be given in person, by mail, facsimile, or email. Any notice that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the corporation; and (2) if transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an email address provided by the person, or to which the person consents, for the purpose of receiving notice.

3.5 Liability of Members. No member of this corporation will be personally liable for any of its debts, liabilities, or obligations, nor will any member be subject to any assessment other than annual membership dues.

## Article IV

### BOARD OF DIRECTORS

4.1 General Powers. The affairs of the Corporation and all corporate powers including establishing dues shall be exercised by or under authority of the Board of Directors.

4.2 Number; Qualifications; Election; Term. The Board of Directors shall consist of 9 Directors until otherwise changed pursuant to these Bylaws. Directors shall be residents of Texas. At each annual meeting of members, the members will elect by majority vote three directors who shall serve for a

three-year term. Any Director may vote for his own re-election to the Board of Directors. Directors may serve two successive terms in office. A Director that has served two successive terms in office is not eligible to serve on the board for a period of one year; after which he or she will be again eligible to serve on the Board of Directors. Nominations for Directors must be received by the office 60 days prior to the annual meeting or any special meeting called for that purpose. Voting ballots are to be sent to membership no less than 30 days prior to the annual meeting and returned to secretary by the day of annual meeting. Each Director shall hold office until his successor shall be duly elected and shall qualify or until his death, resignation or removal from office in the manner hereinafter provided.

4.3 Change in Number. The number of Directors shall be not less than nine (9). Subject to the foregoing limitation, the number of Directors may be increased or decreased from time to time by an amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at a meeting of the Board of Directors by the affirmative vote of the Board of Directors or by affirmative vote of the membership at the annual membership meeting.

4.4 Removal. Any individual Director may be removed from office, with or without cause and without notice of hearing, by the affirmative vote of a majority of the Directors then in office. The Director or Directors being removed shall not be counted in calculating a majority of Directors necessary to carry such a vote in the event any one or more Directors are removed, new Directors may be elected at the same meeting of the Board of Directors for the unexpired term of the Director or Directors so removed.

4.5 Resignation: Any Director may resign at any time by giving written notice to the Board of Directors or to the president, vice president or secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and acceptance of the resignation shall not be necessary to make it effective.

4.6 Vacancies. In case any Director shall, by reason of death, resignation, removal, or for any other reason, cease to be a Director during his or her term, his or her successor may be elected by the members at the next annual membership meeting, at a special meeting of the members duly called for that purpose, or by the Board of Directors, to serve for the remainder of the unexpired term and until the election and qualification of his or her successor.

4.7 Annual Meetings: The annual meeting of the Board of Directors shall be held immediately following the annual membership meeting each year. At such meeting, the Board of Directors shall elect officers of the Corporation and may transact any other business as may lawfully come before the meeting.

4.8 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or vice president or any three Directors. The person or persons authorized to call

special meetings of the Board of Directors may fix the place for holding any special meetings of the Board of Directors called by them.

4.9 Place of Meetings: Meetings of the Board of Directors, annual, regular or special, may be held within or without the State of Texas.

4.10 Notice of Meetings: Regular meetings of the Board of Directors may be held without notice as provided in these Bylaws. Notice of any annual or special meeting of the Board of Directors shall be given no less than three (3) days prior to the meeting by written notice delivered personally or mailed to each Director at his or her business or residential address, by email, by facsimile or may be given verbally by telephone. Any notice that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the Director at the Director's home or business address; and (2) if transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an email address provided by the Director, or to which the Director consents, for the purpose of receiving notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.11 Quorum: A majority of the number of Directors then in office constitutes a quorum for transacting business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains; however, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting once without further notice.

4.12 Manner of Acting: The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by the Certificate of Formation or by these Bylaws. Any reference in these Bylaws to any action taken by the Board of Directors shall mean the act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present unless otherwise expressly provided.

4.13 Compensation: By resolution of the Board of Directors, the Corporation may pay compensation to the Directors (or pay or reimburse them for their expenses) for personal services rendered to the Corporation which are reasonable and necessary to carrying out the exempt purposes of the Corporation, provided that such compensation (or payment or reimbursement of expenses) is not excessive.

## Article V

### COMMITTEES

5.1 Committees: The President with consent of the Board of Directors may designate one or more other committee not having and exercising the authority of the Board of Directors and the management and affairs of the Corporation. Members of such committees may, but need not be, Directors. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof.

5.2 Term of Office; Removal; Resignation: Each member of a committee shall serve at the pleasure of the Board of Directors and may be removed, with or without cause and without notice of hearing, by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Any member of a committee may resign at any time by giving written notice to the Board of Directors and such resignation shall take effect upon receipt thereof, unless otherwise specified therein, and acceptance of such resignation shall not be necessary to make it effective. In the event a committee member ceases to be a Director for any reason whatsoever, his membership on the committee shall immediately terminate.

5.3 Change in Number: The number of committee members may be increased or decreased from time to time by resolution adopted by a majority of the full Board of Directors.

5.4 Vacancies: Vacancies in the membership of any committee may be filled by appointment in the manner provided for the original designation in Section 5.01.

5.5 Chairman: One member of each committee shall be appointed chairman of such committee.

5.6 Meetings: The time, place, and notice (if any) of committee meetings shall be determined by each committee.

5.7 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the full committee shall constitute a quorum, and the act of a majority of the members of the committee present in person at a meeting at which a quorum is present shall be the act of the committee. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

5.8 Rules; Procedure: Each committee may adopt rules for its own government not inconsistent with the law, these Bylaws, or with rules adopted for such committee by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

5.9 Compensation: By resolution of the Board of Directors, the Corporation may pay compensation to the members of a committee (or pay or reimburse them for their expenses for personal services rendered to the Corporation which are reasonable and necessary to carrying out the exempt purposes of the Corporation, provided that such compensation (or payment or reimbursement of expenses) is not excessive.

## ARTICLE VI

### OFFICERS

6.1 Number: The officers of the Corporation shall be a president, one vice president, a secretary, and a treasurer. The president and vice president shall be members of the Board of Directors. The secretary and the treasurer may, but need not be, members of the Board of Directors. All officers shall be elected by the Board of Directors for 3 year terms. Notwithstanding the forgoing, no election of an officer shall extend any directors term of office beyond the time periods set forth in Article 4.2 of these bylaws. Nothing shall prevent one person from being both secretary and treasurer.

6.2 Authority: All officers and agents of the Corporation shall have full authority to perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

6.3 Election of term of Office: The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until his resignation or his removal from office in the manner hereinafter provided.

6.4 Removal: Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause and without notice or hearing, by the vote of the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any of the person so removed. Election or appointment of an officer shall not of itself create any contractual rights. Written notice of the removal of an officer or agent shall be delivered personally or by certified mail directly to such officer's or agent's last known address.

6.5 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.6 President: Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall have general and active management and control of the activities and affairs of the Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall be the chief executive officer. Within this authority and in the course of his duties, the President shall:

(a) when authorized by the Board of Directors or required by law, execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing and, unless the Board of Directors, shall order otherwise by resolution make such contracts as the ordinary conduct of the Corporation's business may require;

(b) appoint and remove, employ and discharge and prescribe the duties and fix the compensation of all agents, employees, and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors, and supervise, subject to the direction of the Board of Directors, all of the officers, agents, and employees of the Corporation; and

(c) preside at all meetings of members and the Board of Directors, and call any special meetings of members, directors and committees.

6.7 Vice President: In the absence of the president or in the event of his death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

6.8 Secretary: The Secretary shall;

(a) keep at the principal office of the Corporation, or such other place as the Board of Directors may order, the minutes of the meetings of the Board of Directors and the committees of the Corporation in one or more books provided for that purpose;

(b) attest and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date;

(c) keep the original or a copy of the Certificate of Formation certified by the Secretary of State of Texas, with all amendments thereof to date in the minutes book of the Corporation;

(d) assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(e) be custodian of the corporate records;

(f) perform any and all other duties described in these Bylaws;

(g) assure that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and

(h) in general perform all duties as from time to time may be assigned to him by the president or by the Board of Directors.

6.9 Treasurer: The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) keep full and accurate accounts of receipts and disbursements in the corporate books;

(c) deposit all money and other valuables in the name and to the credit of the Corporation as may be ordered or authorized by the Board of Directors and preserve proper vouchers for such disbursements;

(d) render to the Officers and the Board of Directors at the regular meetings of the Board of Directors, or whenever any one or more of the Senior Officers or the Board of Directors requires it, an account of all his transactions as Treasurer and of the financial condition of the Corporation

(e) be furnished by all officers and agents, at his request, such reports and statements as he may require as to all financial transactions of the Corporation; and

(f) in general, perform: all of the duties as from time to time may be assigned to him by officers or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for this faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(g) Compensation: By resolution of the Board of Directors, the Corporation may pay compensation to its officers (or pay or reimburse them for their expenses for personal services rendered to the Corporation which are reasonable and necessary to carrying out the exempt purposes of the Corporation, provided that such compensation (or payment or reimbursement of expenses) is not excessive.

## ARTICLE VII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 For purposes of this Article VII, the following definitions shall apply:

a. "Director" means any person who is or was a member of the Board of Directors of Corporation.

b. "Officer" means any person who is or was an officer of Corporation.

c. "Expenses" include court costs and reasonable attorneys' fees and paralegal fees, expert witness fees, and costs of investigation, litigation, and appeal, actually incurred by the person, as well as any amounts expended in asserting a claim for indemnification.

d. "Liability" means the obligation to pay without limitation a judgment, settlement, penalty (including excise or similar taxes), fine, or other such obligation or expense.

e. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

7.2 Corporation shall indemnify and shall contract in advance to indemnify an individual who is, was, or is threatened to be made a party to a proceeding because he is or was a Director of Corporation against all Liability incurred in the Proceeding to the fullest extent permissible under and pursuant to Act. The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by Article 1396-2.22A of Act. Reasonable expenses incurred by the Director shall be paid or reimbursed by Corporation in advance of the final disposition of the proceeding after Corporation receives a written affirmation from the Director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under Article 1396-2.22A and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it ultimately determined that indemnification of the Director is prohibited by Section 1396-2.22A(E) of Act. Such written undertaking shall be an unlimited, unsecured general obligation of the Director and shall be accepted by Corporation without reference to his or her financial ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not of itself determine that a Director acted in such a manner as to make him or her ineligible for indemnification. A person shall be deemed to have been found liable in respect to any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. A person may be indemnified against any Liability actually incurred by the person in connection with any proceedings; but if the person is found liable to Corporation or is found liable on the basis that personal benefit was improperly received by the person, indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect to any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to Corporation.

7.3 Corporation shall to the same extent that Corporation is required under this Article VII to provide indemnification and to make advances and reimbursements for expenses to its Directors, provide indemnification and make advances and reimbursements for expenses to its officers, employees and agents and any person serving any other legal entity in any official capacity at the written request of the Board of Directors of Corporation.

7.4 Every reference in this Article VII to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred and their respective heirs, legatees, devisees, assigns, executors, and administrators. Nothing in this Article VII, whether express or implied, is intended to confer any rights or remedies under or by reason of this Article on

any persons ("Third Persons") other than the persons entitled to indemnification ("Indemnitees") and their respective heirs, legatees, devisees, assigns, executors and administrators. Nothing in this Article VII, whether express or implied, is intended to relieve or discharge the obligation or liability of any Third Persons to any Indemnitee or Corporation. Nothing in this Article VII, whether express or implied, is intended to give any Third Persons any right of subrogation or action over or against Corporation. Special legal counsel, if any, selected to make determinations under this Article VII may be counsel for Corporation. Indemnification pursuant to this Article VII shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to valid contract, indemnification by legal entities other than Corporation and indemnification under policies of insurance purchased and maintained by Corporation or others. However, no person shall be entitled to indemnification by Corporation to the extent he or she is indemnified by another. Corporation is authorized to purchase and maintain insurance against any liability the Corporation may have under this Article VII.

7.5 If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article VII, and to this end the provisions of this Article VII are severable.

7.6 No amendment, modification or repeal of this Article VII shall terminate, reduce or impair the right of any Indemnitee to be indemnified by Corporation from claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of whether such claims were asserted at the time of such amendment, modification or repeal.

## ARTICLE VIII

TELEPHONE PARTICIPATION IN MEETINGS;

MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY;

ACTIONS WITHOUT A MEETING

8.1 Telephone Participation in Meetings and Meetings by Remote Communications Technology: The Board of Directors or the members of any committee designated by the Board of Directors may hold a meeting by means of: (1) Telephone conference or similar communications equipment by which all persons participating in the call can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each director entitled to participate in the meeting consents to the meeting being held by means of that system; (b) the system provides access to the meeting in a manner or using a method by which each director participating in the meeting can communicate with all other participants; and participation in any such meeting pursuant to this Section 8.1 shall constitute presence in person at such meeting, except when 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.

A meeting held under this Section 8.1 is subject to the same notice and other requirements to which any other meeting of the Board of Directors, or a committee, as the case may be is subject.

8.2 Actions Without a Meeting: Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors or any committee, or any action which may be taken at a meeting of the Board of Directors or a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or the members of the committee, as the case may be. Any such consent shall have the same force and effect as a unanimous vote at a meeting. The consent may be in more than one counterpart so long as each Director, or member of the committee, as the case may be, signs a counterpart of the consent.

## ARTICLE IX

### CORPORATE RECORDS

9.1 Minute Book: The Corporation shall keep at the principal office or such other place as the Board of Directors may order, a minute book containing:

(a) the Certificate of Formation;

(b) the Bylaws;

(c) any statements of change of registered office or registered agent;

(d) all of the minutes of all meetings of Board of Directors and the committees of the Corporation;  
and

(e) all of the signed consents of the Board of Directors and the committees of the Corporation. All minutes and consents shall be placed in such minute book, or, if a number of counterparts of any such consents are signed by the Directors, or the members of the committee, as the case may be, one full copy of the consents and the signature pages for the other counterparts shall be placed in the minute book. All references in these Bylaws to meetings of the Board of Directors or the committees of the Corporation shall also refer to actions taken by consent, and all references in these Bylaws to minutes of meetings shall also refer to signed, written consents.

9.2 Books of Account: The Corporation shall keep correct and complete books and records of account of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares.

## ARTICLE X

### GENERAL PROVISIONS

10.1 Fiscal Year: The Fiscal year of the Corporation shall be the calendar year.

10.2 Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences 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 resolutions adopted on forms prescribed and/or provided by depositories.

10.3 No Dividends: No dividends shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers or any other persons.

10.4 Amendment of Bylaws or Amendment of Certificate of Formation: Two-thirds (2/3) of the members present and those voting by mail in ballot or by email ballot shall be required for adoption of any amendment to the bylaws or to the Certificate of Formation.

10.5 Notices; Waiver of Notices: Notices delivered personally shall be deemed to be delivered upon actual receipt. Mailed notices shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. Published notices shall be deemed given when published. Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice to such Director.

10.6 Construction: Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable end possible (a) the remainder if these bylaws shall be considered valid and operative, and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.7 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

The foregoing Bylaws were adopted by the members as of the 14th day of November 2015.

  
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John Lewis, President

ATTEST:

  
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Francis Raley, Secretary