

**THIRD RESTATED BYLAWS OF THE
TEHAMA COUNTY CATTLEMEN'S
ASSOCIATION, INC.
A CALIFORNIA NONPROFIT MUTUAL BENEFIT
CORPORATION**

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**THIRD RESTATED BYLAWS
OF THE TEHAMA COUNTY CATTLEMEN'S ASSOCIATION, INC.
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

ARTICLE I

Name, Purposes, Principal Office

- Section 1. The name of this Corporation is the Tehama County Cattlemen's Association, Inc.
- Section 2. The Corporation is organized under the Nonprofit Mutual Benefit Corporation Law of California (Corp. Code 5110, et. seq.) exclusively for labor, agriculture or horticultural purposes within the meaning of Section 501 (c)(5) of the federal Internal Revenue Code and Section 23701(a) of the California Revenue and Taxation Code. It is not organized for the private gain of any person.
- Section 3. The specific purpose of this Corporation is to support the commercial production of beef cattle; the improvement and protection of range land; the protection of private property rights and private water rights which are essential to this purpose; and to promote the nutritive value of beef through advertising and education, including cooperation with the University of California and other agricultural educational institutions in practical research pertaining to the cattle industry.
- Section 4. The principal office of the Corporation for its transaction of business is located in the City of Red Bluff, Tehama County, California. The Board of Directors may change the principal office to any other location within the State of California.

ARTICLE II.

Members, Dues

- Section 1. The Corporation shall have three classes of members, regular members, associate members, and wranglers. The designation of such classes and the qualifications of the members of such classes shall be as follows:
- (a) Regular Member: Any person, firm or corporation directly interested in the beef cattle industry; engaged in the business of breeding, producing, maturing, feeding, marketing or processing of cattle, or any full-time employee of any such person, firm or corporation; or anyone owning real property which is utilized for cattle production may become a regular member of this Association by paying the affiliate and local membership dues. Each regular member shall have one vote.
- (b) Associate Member: Any person, firm or corporation not actively engaged in the business of breeding, producing maturing, feeding, marketing or

processing of cattle, who is involved in any related or supportive business or is simply interested in the welfare of the cattle industry may affiliate as an associate member of this Association by paying the affiliate and local membership dues. Associate members shall not be entitled to hold office or to vote, but may compete in any competitions put on or sponsored by the Association.

(c) Wranglers: Any person active in Tehama County community affairs, be it social, political, or otherwise, who desires to support the activities of the Tehama County Cattlemen's Association may for an annual fee paid directly to the local Association be a "wrangler." A wrangler shall not be entitled to vote in the Association, shall not be entitled to hold office in the Association, and shall not be entitled to compete in any competitions put on or sponsored by the Association. It is the intention of the "wrangler" membership class to allow public figures, including the sheriff, the district attorney, members of the board of supervisors, city council and others similarly situated to express their support for the Association.

Section 2. Certificates of Membership: Membership certificates may be issued at the discretion of the Board of Directors.

Section 3. Transferability of Membership: Membership is nontransferable and nonassignable.

Section 4. Termination of Membership: Membership shall terminate (1) on receipt by the Board of Directors of the written resignation of the member; (2) on the death of a member; (3) on the failure of a member to pay his or her annual dues on or before their due date; and (4) for misconduct of a member, which misconduct shall be determined in the sole discretion of the Board of Directors after fifteen days' notice thereof and an opportunity for the member to be heard orally or in writing. Notice to the member of pending termination may be given under this provision by any method calculated to provide actual notice.

Section 5. Property Rights: The property of this Corporation is irrevocably dedicated to the purposes set forth in Article II of the Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member hereof, or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision of payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status.

Section 6. Liability. A member of the Corporation is not personally liable solely because of membership for the debts, obligations, or liabilities of the Corporation.

ARTICLE III

Dues and Assessments

- Section 1: Annual Membership Dues: The annual membership dues of this Association shall be set at the discretion of the Board of Directors and shall be payable at the time the State dues are paid.
- (a) Dues for regular and associate members shall be collected by the State California Cattlemen's Association with its annual dues and then remitted to the local Association.
- (b) Dues for wrangler members shall be paid directly to the local Association in care of its treasurer.
- Section 2. Delinquent Member Dues: Any member who is delinquent in payment of dues shall be suspended subject to being reinstated upon payment of dues for the current year. Any member who has not paid his dues as provided for in these Bylaws has no standing as a member and is not entitled to participate in the Association.
- Section 3. Assessments: No assessments may be levied except by a two-third (2/3) majority favorable vote of the entire regular membership in good standing. This vote may be conducted by a special meeting of the members or by mail.

ARTICLE IV

Membership Meetings

- Section 1: General Membership: A general meeting of all dues paying members shall be held once a year in January at a time and place to be determined by the Board of Directors for the purpose of electing directors and officers of the Corporation and transacting such other business as may come before it.
- Section 2: Special Membership Meetings: Special membership meetings may be called by the President in his discretion or as directed by a majority vote of the Board of Directors. Special membership meetings must be called by the President, or in his absence, by the Vice President, on the written request of ten percent (10%) of the regular members. No business shall be transacted at such special meetings other than that for which the meeting was called.
- Section 3: Notices of Annual, Regular or Special Membership Meetings: Notice of any annual, regular, or special membership meeting shall be mailed, emailed or faxed to each regular member at his last known address at least ten (10) working days prior to said meeting. In the case of a special meeting, the purpose of said meeting shall be fully and clearly set forth.
- Section 4. Waivers, Consents and Approvals: The transactions of any meetings of members,

however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice with a quorum present, if either before or after the meeting each of the persons entitled to vote, whether or not present at the meeting, signs a written waiver of notice, or an approval of the minutes of the meeting. All waivers, consents and approvals will be filed with the Corporate records and included in the minutes of the meeting.

Section 5: Quorum: A quorum at any meeting of the members or for purpose of any written ballot shall consist of twenty percent (20%) of the voting power, except for the purpose of levying an assessment in which event the provisions of Article II, Section 3, of these Bylaws shall prevail.

(a) The members present at a duly called or held meeting in which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum if any action taken other than adjournment is approved by at least a majority of the members required to constitute a quorum.

(b) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted.

Section 6. Action Without Meeting by Written Ballot: Any action that may be taken at any regular or special meeting of the members may be taken without a meeting provided that the following ballot requirements are satisfied:

(a) The Corporation distributes a written ballot to every member entitled to vote on the matter.

(b) The ballot states the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the Corporation.

(c) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

(d) The number of approvals equals or exceeds 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 number of votes cast by ballot

Section 7. Cumulative, Proxy and Fractional Votes:

(a) Neither cumulative voting, nor voting by proxy shall be authorized and no single vote shall be split into fractional shares.

ARTICLE V

Board of Directors

- Section 1. The Corporation shall have a Board of Directors with a minimum of ten and a maximum of thirteen voting members. The Corporation shall also have an advisory committee made up of the six most recent Past Presidents who will participate at Board meetings as consultants for the Board of Directors when so requested by the Board. The Board of Directors shall have all the powers allowed by law applying to the Corporation, subject to the duties and limitations contained in the Articles of Incorporation and these Bylaws. All corporate powers shall be exercised by the Board of Directors.
- Section 2. The term of office of each Director shall be two (2) years with the terms staggered.
- Section 3: The Board of Directors shall appoint a nominating committee to select candidates for open director positions and the corporate officers to be placed on the written ballot each year.
- Section 4. To be eligible to be a Director, a person must be directly interested in the beef cattle industry and in agricultural production in Northern California and must be a regular member of the California Cattlemen's Association and the Tehama County Cattlemen's Association in good standing.
- Section 5. In the event of the death or resignation of any Director, the remaining Directors shall appoint a new Director to complete the unexpired term.
- Section 6. The Directors may succeed themselves without limit as to number of terms.
- Section 7. The directors shall be elected by the members by written ballot as authorized in Article IV, Section 6, of these Bylaws.
- Section 8. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in the Articles of Incorporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- Section 9. A quorum of the Board shall consist of a majority of the then members of the Board. In the event a quorum does not exist at any Board meeting, then one or more of the members of the advisory committee described in Section 1, above, may serve as an alternate director for such meeting at the direction of the President.
- Section 10. Regular Board meetings shall be held on the fourth Wednesday of each month except no regular board meeting shall be held in the months of June, July and

August.

Section 11. Special meetings of the Board may be called by the President or any two (2) Directors. Special meetings shall be held on ten (10) days' notice by first-class mail, postage prepaid, email, fax, or on forty-eight (48) hours' notice delivered personally or by telephone. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Except as otherwise provided in the Articles, or in these Bylaws, 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 the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors.

Section 13. The Board of Directors may declare vacant the office of a Director on the occurrence of the following events:

- (a) The resignation of a Director;
- (b) The death of a Director;
- (c) The Director being declared of unsound mind by final order of court, or having been convicted of a felony;
- (d) The Director having missed without an acceptable excuse three (3) consecutive board meetings;
- (e) The vote of a majority of the Directors then in office.

Section 14. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, by mail, email or fax, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 15. Directors shall serve without compensation, however, they may receive reimbursement for out of pocket expenses as authorized by the Board or as otherwise set forth in these Bylaws.

- Section 16. The Board of Directors shall have the power to indemnify any Corporate agent as defined in Corporations Code section 5238, and to the extent permitted by such Code section. In addition, Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation to the extent Corporations Code section 5239 may apply.
- Section 17. Directors may not vote on transactions involving the Corporation in which they have a material interest.
- Section 18. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as a unanimous vote of the Directors.
- Section 19: Roberts Rules of Order, as amended from time to time, shall govern the meetings of the Board of Directors in so far as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.
- Section 20. Committees of the board consisting of two or more directors may be appointed by the President subject to Board approval.

ARTICLE VI

Affiliation

- Section 1. Affiliation: The Tehama County Cattlemen's Association, Inc. shall be affiliated with the California Cattlemen's Association, Inc. and the Board of Directors through its President shall appoint from among its directors State Directors to represent the local Association at the State mid-year meeting, the annual convention and on such state committees as appropriate. The number of State Directors to be elected to represent the local Association shall be determined by the number of members in the local Association pursuant to the formula prescribed by the State Association.
- Section 2. Affiliate Meetings: Any member of the local Board who is appointed to represent the local Association at the State level and in fact attends State meetings shall, in the discretion of the Board of Directors, be entitled to a stipend to help cover expenses related to such representation of the local Association at the State level in the amount of \$250 for attendance at the mid-year meeting; \$500 for attendance at the annual convention; and such amount as the Board may determine for attendance at State committee meetings.

ARTICLE VII

Officers

- Section 1: The officers of this Association shall consist of a President, Vice President, Secretary, Chief Financial Officer, and Immediate Past President.
- Section 2: The officers shall be elected by the members by written ballot as authorized in Article IV, Section 6, of the Bylaws. In the event the members fail to elect one or more officers for any reason, then the officer's position shall be filled by the Board. Officers shall be members of the Board. Any Board member shall be eligible to be an officer. The officers shall be elected for a two-year term. The President shall automatically become a state director in accordance with Article VI, Section 1, of these Bylaws.
- Section 3: Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- Section 4: 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 bestowed for the time being all the duties and functions of this office.
- Section 5: The President shall preside over all meetings of the members and the Board of Directors and shall have the deciding vote. He shall be entitled to vote in the election of officers. He shall not make or second any motion or resolution while in the chair. He shall strictly enforce the provisions of the Articles and Bylaws, appoint all special and standing committees, inspect and announce the results of all balloting and call the Directors of any executive committee together whenever he deems it necessary. He shall sign, as President, all certificates of membership, all orders, contracts, 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 pertaining to his office.
- Section 6: The Vice President, in the absence of the President, shall preside over the meetings and perform such duties as are prescribed for the President. This position shall be a two year term with the understanding that the Vice President shall succeed to the Presidency upon expiration of his or her term.
- Section 7: The secretary shall keep a thorough and accurate account of the proceedings and transactions of the Association, keep property files and endorsed documents pertaining thereto, write all communications, and issue all summons or notices required. The secretary shall keep a membership roll showing dates of admission

and dates of withdrawal. The secretary shall have other such powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 8: The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Corporation's assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be opened to inspection by any director. In addition, the chief financial officer shall draw and sign all drafts ordered paid at any meeting, keep just and faithful accounts between the Association and its members, receive all money due and shall notify all members when they are in arrears for dues. The chief financial officer 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. The chief financial officer shall keep a ledger and cash book and at such regular meeting of the membership of the Board of Directors, or as requested by the Board of Directors, he shall render an account of the state of the books.

Section 9: The Immediate Past President shall act as the liaison between the Board and the Past Presidents' advisory committee.

ARTICLE VIII

Corporate Records, Reports, Indemnity

Section 1: Keeping Records: The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 2: Annual Report: The Corporation shall provide to each member annually with his or her notice of the annual membership meeting a financial report pursuant to Corporations Code Section 8321(a). This requirement may be suspended when the Corporation does not have more than \$10,000 in assets at any time during the fiscal year. However, on the written request of a member, the board must promptly cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than 120 days after the close of the Corporation's fiscal year.

Section 3: Annual Statement of Certain Transactions and Indemnifications: The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Section 4. Indemnification: The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred in connection with such proceeding if the person acted in good faith, reasonably believing the acts to be in the best interest of the Corporation and having no reason to believe the conduct unlawful. The Corporation shall have all the powers of indemnify available under Corporations Code section 7237 or any successor statute. The definition of "agent," "proceeding," and "expenses" in Corporations Code section 7237 shall apply herein.

ARTICLE IX


Amendments

Bylaws may be adopted, amended or repealed by affirmative vote of a majority of regular members (Corp. Code section 5034). Each adopted, amended and repealed bylaw shall be inserted at the appropriate place in the original or certified copy of the Bylaws kept at the principal executive office of the Corporation and the date of such adoptions, amendment and repeal shall be noted therein.

**CERTIFICATE OF SECRETARY
OF THE TEHAMA COUNTY CATTLEMEN'S ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that the foregoing Bylaws, comprising 10 pages, constitute the Bylaws of this Corporation as duly approved by the members and adopted at a meeting of the Board of Directors held on January 21, 2015.

DATED: 1-21-15



CATHY TOBIN, Secretary