

**BYLAWS OF THE CATTLEMEN'S BEEF PROMOTION
AND RESEARCH BOARD**

Adopted by the Cattlemen's Beef Promotion and Research Board

November 11, 1986

As Amended July 23, 1995

As Amended February 3, 2012 and Effective February 4, 2012 at 11:00 a.m.

ARTICLE I

Name and Offices

- Section 1. This Board is established pursuant to the authority of the Beef Promotion and Research Act of 1985 (7 U.S.C. 2901-2918), and the Beef Promotion and Research Order (7 CFR Part 1260) and shall be designated as the Cattlemen's Beef Promotion and Research Board, hereinafter referred to as "the Board."
- Section 2. The principal office of the Board shall be at such location designated by the Board. Other offices may be established or designated at such places as the Board may determine.

ARTICLE II

Purpose

- Section 1. The purpose of the Board is to administer the provisions of the Beef Promotion and Research Order, hereinafter referred to as the "Order," established pursuant to the Beef Promotion and Research Act, hereinafter referred to as the "Act," through the establishment of an orderly procedure for the development and the financing through an assessment, of an effective and continuous coordinated national program of advertising, promotion, research, consumer information and industry information for beef and other beef products produced in the states and territories of the United States, or produced abroad and imported into the United States, and to encourage the coordination of programs of promotion, research, consumer information, and industry information on the state, regional and national levels.

ARTICLE III

Definitions

- Section 1. Terms which are defined in the Act, the Order, and rules and regulations issued thereunder, shall be defined in the same manner in these bylaws.

ARTICLE IV
Meetings

- Section 1. A meeting of the Board shall be held annually, within 150 days following the end of each fiscal year, being September 30. Such meeting shall be held at the offices of the Board unless otherwise ordered by the Board or the Chair. To ensure efficiency and coordination, the Board shall, to the extent possible, hold its meetings in conjunction with meetings of established national, non-profit, industry-governed organizations to ensure that as many industry members as possible may participate in the annual meeting of the Board.
- Section 2. Additional meetings of the Board may be held whenever called by the Chair, or by the Vice Chair acting as Chair, or by 35% or more members of the Board, and any and all business coming before the Board may be transacted at such meetings. Such additional meetings shall, to the extent practicable, be held in conjunction with the meetings of other established national, non-profit, industry-governed organizations. Should any meeting of the Board not be held in conjunction with an established national, non-profit, industry-governed organization, then such meeting must be specifically approved by two-thirds (2/3rds) of the members present and voting.
- Section 3. Notices of all meetings, together with a written agenda, shall be mailed or provided to each member of the Board, at his or her last known address, and to the Secretary of Agriculture, and, except in cases of emergency determined within the discretion of the Chair, every such notice shall be mailed or provided at least 20 days prior to each meeting. In case of an emergency, as much advance notice as is practicable shall be given.
- Section 4. Except as stated in Section 5, a majority of the members shall constitute a quorum for any meeting of the Board. Unless otherwise provided in these Bylaws, any action of the Board shall require the concurring votes of at least a majority of those present.
- Section 5. Three-quarters of the members shall constitute a quorum for any meeting of the Board in which the approval of a budget of the Board will be voted upon.
- Section 6. All votes at assembled meetings of the Board shall be cast in person. On the determination of the Chair that a matter is of an emergency nature such that an assembled meeting of the Board is impractical, votes may be cast on such matter in accordance with Section 1260.147(b) of the Order. All votes shall be recorded in the minutes of the Board.
- Section 7. Each major proposition, including all recommendations to the Secretary of Agriculture, which the Board may adopt, shall be in the form of a resolution. Upon the request of any 10% of the members, any such

proposition under consideration by the Board shall be presented to the Board in written form prior to voting thereon. All resolutions shall, upon adoption by the Board, be authenticated by the signature of the Chair or Acting Chair and the Secretary-Treasurer.

ARTICLE V
Powers, Duties and Term of the Board

- Section 1. The Board shall have the Powers and Duties enumerated in Sections 1260.149 and 1260.150 of the Order and any amendments thereto, and shall exercise such Powers and perform such Duties so as to effectuate the objectives and purposes of the Act and Order.
- Section 2. The Board shall utilize the Powers and Duties enumerated in the Order to encourage the coordination of beef product promotion, research, consumer information and industry information programs on the state, regional and national level, and to efficiently utilize existing organizations in the implementation of a national program.
- Section 3. Board members are appointed for a three-year term or until their successor is appointed after the expiration of the three-year term. The terms of incoming members shall begin at the expiration of the prior member's term.

ARTICLE VI
Officers and Their Duties

- Section 1.1. Officers. The elected officers of the Board shall consist of a Chair, a Vice Chair, and a Secretary-Treasurer.
- Section 1.2. Term of Office. The officers shall be elected by the Board for a period of one (1) year from among the Board members and shall serve until their successors are elected at each regular annual meeting.
- Section 1.3. Vacancy. In the event of death, resignation or disqualification of the Chair, the Vice Chair shall assume the office of the Chair and fulfill the remainder of the term. If other vacancies occur, they shall be filled by the Board from members as soon as practical to serve for the remainder of the unexpired term of office.
- Section 1.4. Consecutive Terms. No officer may serve more than two (2) consecutive one-year terms in the same office. Service in any office for a period of more than six (6) months shall be considered the same as a one-year term.
- Section 2. Duties of the Chair. The duties of the Chair shall be: (a) to preside at all meetings of the Board; (b) to call meetings of the Board; (c) serve as a

member of the Executive Committee; (d) to have general supervision of the affairs of the Board, and to perform all acts and duties usually incident to and required of a presiding officer; (e) to serve as a member and Chair of the Beef Promotion Operating Committee; and (f) to be an ex-officio member of all Standing and Special Committees.

Section 3. Duties of the Vice-Chair. Duties of the Vice Chair shall be to preside over meetings and otherwise act in the place of the Chair in his/her absence, disability, or at his/her direction; to assume the office of the Chair in the event of the death, resignation or disqualification of the chair as described in Article 6, Section 1.3; and to serve as Chair of the Executive Committee, and as a member of the Beef Promotion Operating Committee.

Section 4. Duties of the Secretary-Treasurer. The duties of the Secretary-Treasurer shall be: (a) to have custody of all funds and property belonging to or under contract of the Board; (b) to keep, or cause to be kept, regular books of account under the direction of the Board; (c) to collect, or cause to be collected, all monies due the Board; (d) to deposit, or cause to be deposited, all funds of the Board or under the Board's control, in the form of certificates of deposit or regular deposits in banks or trust companies in which the deposits are federally insured or are covered by collateral posted with the Treasury within the limits designated by the Board, or in securities of the U.S. Government or quasi-governmental corporations authorized by the Board; (e) to cause an audit to be conducted at least annually by a qualified Certified Public Accountant of the Board's financial statements; (f) to submit to the Board members and the Secretary of Agriculture within 30 days of the end of each quarter of the fiscal period a financial report which shall include: (i) balance sheet, (ii) statement of receipts and disbursements, and (iii) comparison of income and expenses with budget and with prior year; (f) to serve as custodian of all insurance policies including any fidelity bonds covering all officers and authorized agents of the Board as designated by the Board; (g) to serve as a member of and Treasurer of the Beef Promotion Operating Committee; (h) to sign checks on behalf of the Board: (i) to serve as a member of the Executive Committee; (j) to prepare, or cause to be prepared, the minutes of all meetings of the Board and the Executive Committee which shall include: (i) time and place of meeting, (ii) a list of Board members, Committee members, Committee staff, and Department of Agriculture employees present, (iii) a complete summary of all matters discussed, conclusions reached, and resolutions adopted plus the names of the member or members introducing and seconding the motion for adoption of each resolution, the vote by which each resolution is adopted, and in the event a roll call vote is taken, the vote of each individual member, and (iv) copies of all reports received, issued, or approved; (k) to submit promptly the minutes of all such meetings to the Chair or person designated by the Chair, who attended the meeting, for certification, and, upon certification, to cause the minutes to be retained in a permanent minute book which

shall be kept by the Secretary-Treasurer; (l) to mail or otherwise provide promptly copies of the approved minutes of all meetings of the Board and Executive Committee to the Board members and the Secretary of Agriculture; (m) to have the minutes for the immediate past meeting of the Board and the Executive Committee available for approval at the next respective meeting; (n) to provide notice of all meetings and other notices to members of the Board as required by these bylaws; and (o) to attest to all papers, documents, and other instruments on behalf of the Board. The Secretary-Treasurer may delegate such duties to an authorized agent of the Board as necessary.

Section 5. Liaison with Established National, Non-Profit, Industry-Governed Organizations. The Board officers shall, to the extent practicable, serve as liaison between the Board and established national, non-profit, industry-governed organizations to encourage the coordination of beef product promotion, research, consumer information, and industry information programs on the state, regional, and national levels, and to efficiently utilize existing organizations in the implement of a national program. The officers shall periodically report to the Board on their liaison activities.

ARTICLE VII

Executive Committee

Section 1. The Executive Committee shall consist of the Chair, Vice Chair and Secretary-Treasurer of the Board and eight additional members elected by the Board from among its members. The immediate past chair of the Board shall serve as an ex-officio member of the Executive Committee. The Board shall adopt procedures for election of members of the Executive Committee which shall assure, to the extent practicable, that Executive Committee membership will reflect geographic distribution of cattle numbers or their equivalent.

Section 2. The Executive Committee shall be responsible for administration of the terms and provisions of the Order under the direction of the Board and the conduct of other duties assigned to it by the Board, and shall act within the policies of the Board and any actions taken by the Executive Committee.

Section 3. A majority of the members of the Executive Committee shall constitute a quorum for any meeting of the Executive Committee. Any action of the Executive Committee shall require the concurring votes of at least a majority of those present and voting.

Section 4. Members of the Executive Committee shall serve for terms of one year, and no member shall serve more than six consecutive years.

Section 5. All votes at assembled meetings of the Executive Committee shall be cast in person. On the determination of the Chair of the Executive Committee

that a matter is of emergency nature such that an assembled meeting of the Executive Committee is impractical, votes may be cast on such matter in accordance with Section 1260.147 (b) of the Order, provided that all members of the Executive Committee are given notice.

- Section 6. All minutes of meetings of the Executive Committee must be approved by the Board.
- Section 7. Any vacancy created by the death, removal, resignation or disqualification of any of the Board's representatives on the Executive Committee shall be filled, by appointment, by the Board Chair until the next annual meeting of the Board.
- Section 8. All meetings of the Executive Committee shall, to the extent possible, require notification of the entire committee at least 24 hours in advance of the scheduled meeting.

ARTICLE VIII
Beef Promotion Operating Committee

- Section 1. The Chair, Vice Chair, Secretary-Treasurer, and seven elected members of the Board shall be members of the Beef Promotion Operating Committee, hereinafter referred to as the "Operating Committee," as representatives of the Board. The Board shall adopt procedures for election of seven Board members to the Operating Committee which shall assure, to the extent practicable, that the Operating Committee representatives will reflect geographic distribution of cattle numbers or their equivalent.
- Section 2. Members of the Operating Committee shall serve for terms of one year, and no member shall serve more than six consecutive years.

ARTICLE IX
Committees

- Section 1. Standing Committees.
- Section 1.1. The Chair shall appoint from the members of the Board committees as the Board may deem necessary for the expeditious handling of the affairs of the Board. These committees shall include an Audit Committee, Budget Committee, Nominating Committee and such other committees as necessary to meet the responsibilities of the Board, to Congress, to the U.S.D.A. and industry constituents. No committee, nor any member thereof, shall have any authority to commit the Board except as has been duly authorized by the Board.

Section 1.2. To the extent practical, as determined by the Chair, Standing Committees shall reflect the geographic regions as defined in Section 1260.141(a) of the Order. No member may serve more than four consecutive one-year terms as Chair of a Standing Committee. The Board may assign Standing Committees such administrative duties as it deems necessary. Subcommittees of a Standing Committee may be appointed by the Chair of the Board, or by the Chair of the Standing Committee if authorized by the Chair of the Board, to perform such special duties as the committee may desire.

Section 1.3. The Chair of each Standing Committee, and subcommittee, shall provide that minutes are taken of their meetings and that copies of these minutes, after certification by the Committee Chair or persons designated by the Committee Chair, are forwarded to the Secretary-Treasurer of the Board.

Section 1.4. Nominating Committee

1.4.1. The Nominating Committee shall meet for the purpose of proposing to the Board recommendations for officers and members of the Executive Committee and the Operating Committee.

1.4.2. The Nominating Committee shall consist of eight members. The Board chair shall appoint the chair of the Nominating Committee, from Board members currently serving. The Chair shall only vote in the case of a tie.

1.4.3. Six members shall be elected to the committee one from each of six regions, with the regions defined in the *Policies and Procedures of the Board*. Only Board members from the states in the region shall be eligible to vote for a representative to the committee from that region. In the event that a region does not elect a representative to the committee, the Board Chair may appoint an eligible Board member from any of the six regions to fill that position on the committee.

1.4.4. Following the election of the members from the regions, the Board Chair shall select an additional Board member to serve on the committee.

Section 2. Joint Industry Committees. In order to ensure coordination and efficiency, the Cattlemen's Beef Board, in conjunction with established national, non-profit, industry-governed organizations, shall establish joint industry committees responsible for overseeing the development of industry programs authorized pursuant to the Act and Order. The purpose of the committees will be to advise the Cattlemen's Beef Board and established national, non-profit, industry-governed organizations relating to the development and implementation of such programs. Such committees

shall be appointed by the Chair or the Vice-Chair acting in the place of the Chair. Such committees may consist of any number of members of the Board and the Federation of State Beef Councils as may be desirable. Members of the Board shall be appointed to such committees by the Chair of the Board or the Vice-Chair, acting in his or her stead.

Section 3. Special Committees. Special Committees may consist of any number of members, non-members and authorized agents of the Board appointed by the Chair without regard to geographic representation, and may be assigned duties necessary to the handling of such specific matters as the Board deems necessary. Special Committees shall present a report for approval at each meeting of the full Board. Special Committees shall provide the Board with prompt updates about the work of the committee. Special Committees shall have only such authority specifically granted to them and shall cease to exist upon completion of their assignment and the presentation of a report to the Board.

ARTICLE X

Agents of the Board

Section 1. The Board shall appoint or contract for the service of such person or persons it deems necessary to effectuate the terms and provisions of the Order, define the duties, determine the compensation for such authorized agents and to designate such titles as to indicate the duties of such authorized agents.

Section 2. Any officer, consultant, or authorized agent appointed or elected by the Board shall be subject to removal or suspension by the Board at any time. No officer, member, authorized agent, consultant, or agent of the Board shall have the authority to commit the Board unless such authority has been duly delegated.

ARTICLE XI

Fidelity Bonds

Section 1. All officers and designated agents of the Board shall be placed under fidelity bond issued by a company authorized to do business in the State wherein the offices of the Board are located. Such bond(s) shall be in the amount of at least \$1 million and the premium on such bond(s) shall be paid from revenues of the Board.

ARTICLE XII
Expenses

Section 1. Board members, committee and subcommittee consultants or designated agents when acting on authorized business, shall be reimbursed for expenses necessarily incurred by them in the performance of their duties. The members of the Board shall serve without compensation, but may be reimbursed for their actual expenses incurred when acting on Board business.

Section 2. Each person filing a claim for reimbursement shall be responsible for supplying the necessary receipts and/or a reasonable explanation of various expenses incurred. A standard expense voucher will be supplied by the Board for use in filing claims. All such claims for reimbursement shall be filed in accordance with the rules established by the Board within 30 days following the date on which the last expense item for a specific trip or other matter is incurred. Reimbursable expenses shall include the following: (a) mileage for auto travel at a rate to be determined by the Board; (b) transportation charges of a common carrier (when available, coach service should be utilized on plane flights or daytime railroad trips); (c) bridge tolls, tips, parking, or other charges incidental to transportation, but excluding fuel, oil, auto repair or service; (d) all meals while engaged in Board business; (e) hotel or motel room charges when Board business requires the claimant to be away from his place of residence overnight; and (f) incidental expenses which are incurred in the performance of Board business, all such expenses to be adequately explained and/or verified. Claims for travel reimbursement must be accompanied by adequate verification and shall be paid only for the time claimant is engaged on behalf of authorized Board affairs.

ARTICLE XIII
Amendments

Section 1. The Board may amend these Bylaws at any meeting, at which there exists a quorum, upon a two-thirds vote of the members present and voting. However, at least 20 days notice shall be given to all members of the Board and the Secretary of Agriculture and the intent of such amendments to be considered shall be made a part of the meeting notice.

ARTICLE XIV
Miscellaneous Provisions

Section 1. Parliamentary Procedure. The Board, Executive Committee, any Standing or Special Committees when in session, shall be governed in its deliberations in the transaction of its business by these Bylaws and by the provisions of the Order and applicable rules and regulations adopted

pursuant to the Order. Any matter of procedure not so covered shall be governed by the most recently published “Roberts Rules of Order.”

- Section 2. Contracts. The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Board. Such authority may be general or confined to specific instances.
- Section 3. Confidentiality of Information. All information obtained from the books, records or reports required to be kept pursuant to the Act or Order shall be kept confidential by all persons, including all authorized agents or consultants of the Board and shall not be available to Board members unless the disclosure of such information is required by the Act or Order or other applicable law or regulation.
- Section 4. Fiscal Year. The fiscal year of the Board shall commence on October 1 and terminate on September 30 of each year.
- Section 5. Indemnification. The Board shall indemnify any officer, member, or authorized agent of the Board and protect them from any loss for any action or omission taken in good faith on behalf of the Board.

ARTICLE XV

Time When Effective

- Section 1. These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board.