

CONSTITUTION AND BYLAWS OF THE AMERICAN GUERNSEY ASSOCIATION

**Adopted May 25, 1987 & Amended June 24, 1991,
June 14, 1993, June 27, 1994, June 30, 2014, and June 22, 2024**

CONSTITUTION

ARTICLE I NAME

Section A. This Association shall be named the American Guernsey Association, hereinafter referred to as the Association.

ARTICLE II PURPOSE

Section A. The purpose of the Association, an organization of Guernsey owners, is to improve and promote the breed of Guernsey cattle in the United States and to maintain such records and activities as the Association deems necessary or conducive to the best interests of the breeders of Guernsey cattle.

ARTICLE III MEMBERSHIP

Section A. The members of this Association shall comprise the present members and such others as may be admitted as hereinafter provided.

Section B. Membership shall be made up of the following:

1. Senior Membership

(a) Lifetime - Members are those individuals, partnerships, and corporations who have qualified for membership as hereinafter provided and who shall have paid an application fee, as established by the Board of Directors, with the application for membership, and upon election shall have all the rights, interests, and privileges of membership in the Association for life, provided that such members shall have maintained the status of active members as defined in Article III, Section B, paragraph 2 (a), (b), (c) and (d).

(b) Annual- Members are those individuals, partnerships, and corporations who have qualified for membership as hereinafter provided and who shall have paid an application fee, as established by the Board of Directors, with the application for membership, and upon election shall have all the rights, interests, and privileges of the membership in the Association for one calendar year.

2. A membership shall retain its full term, but be classified active or inactive as follows:

(a) An active membership shall be one in which at least one application for registration in the name of the membership; or at least one application for transfer of ownership into the name of the membership shall have been received by the Herd Register department of the American Guernsey Association within two (2) calendar years prior to January 1, preceding an Annual Meeting.

(b) A membership shall be declared inactive when there has not been received in the Herd Register department of the Association at least one application for registration in the name of the membership; or at least one application for transfer of ownership into the name of the membership within two (2) calendar years prior to January 1, preceding an Annual Meeting.

(c) A membership having been classified as inactive shall automatically be reinstated to active status upon fulfilling the requirements of section (a) above, defining active status.

(d) An individual membership of an individual, who is a shareholder, partner or joint owner in a corporation or partnership or other joint ownership arrangement that is a member, shall be classified as an active membership if at least one application for registration in the name of the corporation, partnership or joint ownership membership or at least one application for transfer of ownership into the corporation, partnership or joint ownership arrangement shall have been received by the Herd Register Department of the American Guernsey Association within the two(2) calendar years prior to January 1 preceding an Annual Meeting, provided that the corporations, partnership or joint owners files with and maintains with the Executive Secretary of the Association a current and complete list of all shareholders, partners and joint owners.

3. Junior Membership - (a) junior membership may be granted and terminated by vote of and under such conditions as may be determined by the Board of Directors.

(b) Junior members shall be entitled to the same privileges, services, and rates as members during the term of such Junior membership, except they shall have no vote or be eligible to hold office, and they shall be subject to the provisions of this Constitution.

(c) Junior membership shall cease on December 31st of the year that junior member turns twenty-one (21) years of age.

4. Honorary Membership - The Board of Directors, upon the nomination of any director and by unanimous vote of its members, may elect such persons as honorary members whose election, in its judgment, will enhance the efficiency, fortify the standing, or extend the usefulness of the Association. Such honorary members shall not be required to pay any initiation fee and shall not be entitled to any vote, to members' rates for registration, nor to hold office in the Association.

Section C. The death of any member or the bankruptcy liquidation of a member's assets, or in the case of a partnership or corporation, the bankruptcy liquidation or dissolution of the partnership or corporation, shall automatically terminate membership, provided that the Board of Directors may extend the privileges of membership (except the right to vote or hold office) to a members' estate.

Section D. The rights, interests and privileges of any member shall terminate upon resignation, expulsion, or termination of membership for any other cause as provided in this Constitution.

Section E. Membership in the Association may not be transferred or assigned.

Section F. Active members who are individuals shall be entitled to one (1) vote at any meeting of the Association. Only individuals who are active members shall be entitled to hold office in the Association.

Section G. Each applicant for membership shall fill out and sign an application which must be endorsed by a member of the Association recommending the applicant as a reliable person and a desirable member.

Section H. A member of the Association in good standing may resign from membership by giving to the Executive Secretary a notice in writing.

Section I. Every applicant for membership and every member shall be confined in any action at law or in equity against this Association to the jurisdiction of the courts, federal or state, within which the principal office of the Association is situated.

Section J. The fees relating to applications for memberships shall be determined by a majority vote of the Board of Directors.

Section K. Any person who is qualified for active membership may be elected an active member upon written application in a manner prescribed by the Board of Directors. No person shall become an active member until he or she shall have paid an initiation fee as determined by the Board of Directors and signed a statement agreeing to be bound by this Constitution, Bylaws, rules and regulations of the Association. The Board of Directors may make such investigation of an applicant for active membership as it may deem necessary.

Section L. (1) Any member, and at the discretion of the Board of Directors or the Executive Committee, any non-member (either a natural person, a farm or a business entity approved by the Board of Directors), may register or record change of ownership of Guernsey animals or otherwise avail themselves of the privileges of the Association. Every member, and every non-member making application for registration or transfer of a Guernsey animal or otherwise in any way whatsoever availing themselves of any of the privileges of the Association, shall be considered to have subjected themselves completely and without reservation to the terms, provisions, conditions and restrictions of the Constitution, Bylaws, rules and regulations of the Association.

(2) Every member and every non-member (a) who violates in any manner the Constitution, Bylaws, or rules and regulations of the Association, or (b) whose practices in the breeding of Guernsey cattle or in supplying information for the Association's records are such as to impair the reliability of the Association's records, or (c) whose conduct has endangered or may endanger the good order, welfare or credit of the Association, or (d) who holds or manages a public sale of Guernsey animals or consigns Guernsey animals to, or purchases Guernsey animals at, such a sale and who violates the procedures and practices prescribed by the Bylaws, rules and regulations, or by the Board of Directors with respect to such sale may by action of the Board of Directors be censured, suspended or, in the case of a member, expelled from membership in the Association, and denied all privileges of the Association including, without limitation of the generality of the foregoing, the privilege of registration or recording change in ownership of Guernsey cattle on the records of the Association. Any such member or non-member denied privileges of the Association, in the sole discretion of the Board of Directors, may be permitted to transfer the Guernsey animals standing in their name on the records of the Association at the time of such denial and to register and transfer the progeny of any such animal, within six months after the date of such denial.

(3) In order to implement Section L (2), above, the Executive Secretary shall investigate all complaints concerning the conduct or activities of a member or a non-member mentioned therein and, with the concurrence of the President or a Vice-President, shall refer such complaint and the results of such investigation to the Executive Committee.

If the Executive Committee, by majority vote, shall consider any such complaint to be of such character that the Association should take cognizance of it, the Executive Committee shall direct the Executive Secretary to prepare a written statement of charges against such member or nonmember and shall order a hearing to be held upon the charges before the Board of Directors.

The Executive Secretary shall thereupon prepare the charges and shall mail, by certified mail, postage prepaid, return receipt requested, a copy of the charges, together with notice of the time and place of the hearing, to such member or non-member, not less than thirty days prior to the date set for the hearing. Whenever, in the judgment and discretion of the Executive Committee or

the Board of Directors, the best interests of the Association require it, such member or non-member may be denied all privileges of the Association pending the decision of the Board of Directors.

(4) At the hearing upon said charges, both the person or persons preferring the charges and the member or non-member against whom or which such charges have been preferred, shall have the right to be heard in person and/or to be represented by counsel and to produce any witnesses, affidavits, documentary, or other evidence, he or it may desire to produce. Oral testimony shall be recorded. At the close of such hearing, or as soon thereafter as may be reasonably possible, the Board of Directors shall make its findings as to the truth or falsity of such charges and shall render its decision thereon, either censuring, suspending, expelling, and/or denying the privileges of the Association to said member or non-member, or dismissing the charges; and, upon the dismissal of the charges, the Board of Directors shall restore such member or non-member to the privileges of the Association in the event that the same have been suspended pending the decision upon such charges, provided; however, that censure, suspension, expulsion, and/or denial of the privileges of the Association may be ordered only where six members of the Board of Directors have concurred in a finding that the charges are substantially supported by the evidence.

(5) When a member or non-member has been denied privileges of the Association or has been censured, suspended and/or expelled, or has resigned from membership after charges have been preferred against them, written notice thereof shall be forwarded by certified mail, postage prepaid, return receipt requested, to the last known address of said member or non-member, and a copy thereof shall be filed with the Executive Secretary of the Association. If authorized by the affirmative vote of six directors, a statement of the action taken by the Board of Directors including such explanation of the reasons therefore as the Board of Directors may approve, shall be publicly announced through publication in any issue of the Guernsey Breeders' Journal or other breeders' publication within ninety (90) days of such denial.

(6) It shall be the duty of every member and nonmember mentioned in Section L promptly to answer, completely and truthfully, all communications of the Association, its officers, employees, or agents.

ARTICLE IV MEETINGS

Section A. (1) The annual meeting of the Association shall be held each year at such time and place as shall be designated by the Board of Directors. The Association shall be the final responsible authority for the planning and conduct of the annual meeting while cooperating with the local or state association hosting the meeting. This responsibility includes the meeting agenda, events, sales or auctions and any other activities associated therein.

(2) Notice of the annual meeting shall be sent to eligible members by authorized communication equipment not less than thirty (30) days prior to the annual meetings.

(3) At the annual meeting, the active members shall elect the members of the Board of Directors in accordance with the Constitution and Bylaws, transact such business as may legally come before said meeting, and discuss questions of general interest to the Association.

Section B. Special meetings of the Association shall be called by the President, by the Board of Directors, or by the Executive Secretary at the written request of one eighth of the active members. At least thirty (30) days notice is required. The object of the meeting shall be stated in the call and no other business shall be transacted at the meeting.

Section C. At all meetings of the Association, active members may vote in person or by proxy provided the proxies may not be used in the election of the Board of Directors or in the adoption of amendments to the Constitution and the Bylaws. Proxies must be given to active members only and shall only be good at the meeting for which they were given and must be duly authenticated. Forms adopted by the Association will be distributed by the Executive Secretary with the notice of the meeting for the convenience of members.

Section D. At the annual meeting those active members present in person or by proxy shall constitute a quorum. At special meetings, one eighth of the active members of the Association in person or by proxy shall form a quorum.

ARTICLE V BOARD OF DIRECTORS

Section A. The Board of Directors shall consist of nine members of the Association and shall be elected by secret ballot at the annual meeting of the Association to serve for a term of three years, or until their successors have been elected. Each Director shall be an active member of the Association.

Section B. There shall be nine At-Large Directors with no more than two At-Large Directors serving from one state.

Section C. At-Large Directors shall be elected by the entire membership of the Association.

Section D. Members of the Board of Directors shall not be elected to office for more than three full terms in succession, but a member, having served three successive full terms, shall be eligible for re-election two or more years after the date of the termination of their service. Any member elected to fill a vacancy for the remainder of an unexpired term, or elected to a term of less than three years as a result of a reorganization of the Board of Directors, shall not become ineligible until the expiration of three full terms of three or more years each.

Section E. The President shall within one hundred-twenty (120) days prior to the annual meeting of the Association appoint a Nominating Committee of at least three and not to exceed five members of the Association for the committee. The committee shall contain members from at least three states, and the names and addresses of the members of each Nominating Committee shall be published in the Guernsey Breeders' Journal as soon as possible after their appointment.

(1) The Nominating Committee shall nominate at least two candidates for each Directorship and the reports of the Nominating Committee shall be submitted to the Executive Secretary of the Association at least ninety (90) days prior to the date of the annual meeting, who shall as soon as possible arrange for the publication in the Guernsey Breeders' Journal of the names, addresses, and biographical data of the candidates.

(2) No member of the Nominating Committee shall serve on this Committee more than once every two years.

(3) Election of the members of the Board of Directors shall be by ballot upon which shall be printed the names and addresses of the persons nominated by the Nominating Committee, and active members shall vote for only one candidate for each vacancy as shall be set forth on the ballot. Provisions shall be made on the ballots for write-in votes for each vacancy.

(4) Ballots shall be mailed by the Executive Secretary to the active members with the Notice of the Annual Meeting.

(5) The President shall annually appoint from among the members, an Election Committee whose duties shall be to supervise the election and to act as tellers at the Annual Meeting.

(6) Active members not attending the Annual Meeting may vote by mailing their ballots to the Executive Secretary for delivery to the home office no later than ten (10) days prior to the Annual Meeting or to the Election Committee at the place of the Annual Meeting, provided that no such ballots shall be accepted by the Election Committee later than twelve o'clock noon of the day prior to the Annual Meeting, and these ballots shall be counted with the ballots of active members present and voting during the Annual Meeting.

(7) All ballots shall be returned through any authorized communications equipment permitted under the laws of the State of Ohio. Paper ballots must be signed by the active member. All ballots and envelopes shall be retained by the Executive Secretary for a period of one (1) year following the election. Proxies may not be used in the election of Directors.

(8) Prior to the time for distributing of official ballots to eligible members as provided for in Article IV, Section 2, hereof, the President shall appoint a Proxy Committee of three eligible members. The names of the persons appointed shall be printed on the proxies and distributed to eligible members. The purpose of the Proxy Committee shall be to cast the vote of each eligible member, for whom the committee acts as proxy, on all matters. In the event that the member making the Proxy Committee their proxy shall indicate thereon their exercise of control of the manner of voting their proxy. The Proxy Committee shall cast such members vote in accordance with such instructions; otherwise the Proxy Committee shall cast all votes of all members for whom the committee acts as proxy in such manner as shall be determined by the majority vote of the members of the committee. No proxy shall be valid after fifty (50) days from the date of its execution.

(9) The candidates for each vacancy receiving the highest plurality of the votes cast that result in no more than two directors from any given state shall be declared elected by the President, and in the event of a tie vote for any vacancy, the President shall determine the winning candidate by lot in the presence of the Election Committee.

Section F. The Board of Directors may declare a vacancy in the Board of Directors upon the failure of any member of the Board of Directors to attend two consecutive meetings of the Board of Directors, and may by two-thirds vote remove a member of the Board of Directors for cause, provided he shall have first been given due opportunity to be heard by the Board of Directors.

Section G. In the event any vacancy shall occur in the Board of Directors for any reason, the remaining Directors may elect a member of the Association to fill such vacancy until the next Annual Meeting of the Association at which time the vacancy shall be filled for the unexpired term by election by the active members as provided in these Bylaws.

Section H. At any meeting of the Board of Directors five Directors shall constitute a quorum.

Section I. The Board of Directors shall manage the affairs, funds, property, and expenditures of the Association, subject to the provisions of the Constitution and Bylaws, fix the location of its headquarters, and prescribe the manner in which its business shall be transacted.

Section J. The Board of Directors may, if it deems such course advisable, sell property belonging to the Association, purchase property for the Association's use, or erect structures or alter or improve existing structures on land belonging to the Association. The Association may borrow money for the purchase, alteration, or improvement of property if the Board of Directors so resolves, and may secure any loan made pursuant to the power hereby given, by mortgage of the Association's real estate or otherwise. The Board of Directors may, in any such case, authorize the President and the treasurer to execute on behalf of, and in the name of the Association, the requisite deeds, mortgages or other instruments.

Section K. Executive Committee (1) The Board of Directors shall annually, at its organizational meeting, appoint an Executive Committee which shall consist of the President as Chairman, the First Vice-President and Second Vice-President.

(2) The Executive Committee shall have and may exercise any or all of the powers of the Board of Directors as may from time to time be expressly delegated to it by the Board of Directors and may act on behalf of the Board of Directors between meetings of the Board on any matter of an emergency nature and shall report to the Directors at each meeting of the Board.

(3) The Executive Committee may hold regular meetings at such place and at such time and upon such notice as it may in its discretion determine. Special meetings of the Executive Committee may be called at any time by the Chairman of the committee or by the other two of its members, either personally or by mail, electronic mail or telephone. Two members of the Executive Committee shall constitute a quorum for all purposes.

ARTICLE VI OFFICERS

Section A. The officers of the Association shall consist of a President, a First Vice-President and a Second Vice-President, elected by the Board of Directors from among their number, and an Executive Secretary and Treasurer. The Board of Directors shall appoint the Executive Secretary and the Treasurer who may be the same person and does not have to be one of their number.

Section B. The officers shall perform such duties as are normally ascribed to their respective offices.

Section C. The President, with the approval of the Board, shall have the authority to appoint and define the powers of such other committees as they consider advisable.

ARTICLE VII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section A. No Director, Officer, Employee or Agent of the Association shall be liable to any member or non-member of the Association for any act taken or neglected or refused to be taken by them as such with respect to any matter within the scope of their official duty, including, without limitation of the generality of the foregoing, all decisions with respect to entries or transfers in the Association Herd Register, the imposition of fees, fines and penalties, expulsions, censures, or any other official act, except such act or neglected or failure to act as shall not be in good faith and for a purpose which they reasonably believe to be in the best interests of the Association. Each Director, Officer, Employee and Agent of the Association made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, shall be indemnified by the Association against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such act or proceeding, or

any appeal therein, if such person acted in good faith for the purpose which they reasonably believed to be in the best interests of the corporation and in criminal actions or proceedings, in addition, had no reasonable cause to believe that their conduct was unlawful. Each Director, Officer, Employee or Agent of the Association shall be similarly indemnified by the Association with respect to actions or proceedings brought or threatened to be brought against them as a result of serving another corporation, partnership, joint venture, trust, or other enterprises in any capacity at the request of the Association. Notwithstanding the foregoing, the provisions of this Section A shall be as complete and shall cover those costs and expenses only as fully as permitted by the law of the state within which the principal office of the Association is located.

ARTICLE VIII AMENDMENTS

Section A. The Constitution may be altered or amended at any Annual Meeting by a three-fourths vote of the active members voting by ballot, on a ballot which has been mailed or electronically mailed by the Executive Secretary in accordance with the provisions of Article V, Section E, Paragraphs (6) and (7), provided that any such amendment shall have either (a) originated from the Board of Directors, or (b) been submitted to the Board of Directors by a petition signed by not less than one eighth of the active members at least ninety (90) days prior to the next Annual Meeting, and the Board of Directors shall make such recommendations in connection therewith as it may deem advisable, including the appointment by the President of a Committee to study such proposed amendment.

BYLAWS OF THE AMERICAN GUERNSEY ASSOCIATION

Adopted May 25, 1987 & Amended June 30, 2014

ARTICLE I

Application of Bylaws

Section A. These Bylaws and all rules and regulations to entries and transfers in the Herd Register and the fees and penalties provided therein, together with all amendments thereto and modifications thereof, shall be binding upon all members of the Association, and with all non-members availing themselves of the privileges of the Association including, without limitation of the generality of the foregoing, applying for entries or transfers in the Herd Register shall, as a condition thereof, agree to be, and shall be, bound by all applicable provisions of the Constitution, Bylaws, rules and regulations of the Association. All fees, fines and penalties imposed pursuant to the Constitution, By-laws, rules and regulations shall be considered an indebtedness legally incurred pursuant to contract between members and the Association, or in case of non-member the Association and all non-members, and owing to the Association.

ARTICLE II

Order of Business

Section A. The order of business of all meetings of members and directors shall be established by the Board of Directors.

Section B. Officers and Duties

The President shall:

- 1) Preside over all meetings of the Association, the Board of Directors and the Executive Committee.
- 2) Sign, with the Treasurer, all notes, deeds and other financial instruments on behalf of the Association.
- 3) Call special meetings of the Association, the Board of Directors and the Executive Committee.
- 4) Serve as an Ex-Officio member of all committees of the Board.
- 5) Be authorized to co- sign checks with the Executive Secretary and/or Treasurer.
- 6) Perform all acts and duties required of an Executive and presiding Officer.

The 1st Vice President shall:

- 1) Perform the duties of the President in the absence of the President.

The 2nd Vice President shall:

- 1) Perform the duties of the 1st Vice President in the absence of the 1st Vice President.

The Executive Secretary shall:

- 1) Administer all policies established by the Board of Directors.
- 2) Keep complete records of the business of the Association including its assets and activities; be responsible for minutes of all meetings of the Association, its Board of Directors and committees thereof; keep a complete list of members and their addresses.
- 3) Deposit all monies of the Association in its name and to the credit of the Association in such depositories as may be designated by the Board of Directors.
- 4) Make all disbursements approved by the Treasurer or President.
- 5) Notify the Officers and members of committees of their appointment, and issue calls for all meetings.
- 6) Make all reports as required by law.
- 7) Conduct such activities as approved by the Board of Directors and promote the objectives of the Association at every opportunity.
- 8) Make all reports of activities as required by the Executive Committee.
- 9) Supervise all Clerical and Field Staff.

The Treasurer shall:

- 1) Approve all disbursements and keep continuously informed of the financial status of the Association.
- 2) Cause the records of the Association to be independently reviewed, audited or examined in accordance with generally accepted auditing standards.

- 3) Make a full report of all matters and business pertaining to this office to the members at the Annual Meeting and to the Directors as requested.
- 4) Assist the Secretary in making financial reports required by law.

Employees

Section C. The Executive Secretary shall have authority to hire and discharge employees and fix their compensation with prior approval by the Executive Committee. Surety bonds, written by a corporate surety approved by the Board of Directors, shall be given by all employees who are entrusted with monies of the Association, the expense of such bonds to be borne by the Association. All employees shall be subject to an annual performance review.

Fiscal Year

Section D. Until otherwise provided by the Board of Directors, the annual fiscal period of the Association shall terminate on the thirty-first day of December in each year.

Bills and Vouchers

Section E. Payrolls and all evidence of indebtedness under the direction of the Executive Secretary shall be approved by him or her, or by such persons as he or she may designate for the purpose, and shall be paid by the Treasurer upon presentation thereof.

Vouchers for administration expenses and other expenditures which have been authorized by the Board shall be paid by the Treasurer upon presentation thereof.

Budget

Section F. The Board of Directors, prior to the expiration of the fiscal year, shall approve a budget of expenditures for the next ensuing fiscal year, which budget shall be adhered to as to total expenditures for all purposes during such year, unless modified by the Board of Directors from time to time during the fiscal year.

Section G. Prior to each annual meeting, the accounts of the Association for the previous fiscal year shall be independently reviewed in accordance with generally accepted auditing standards and a report shall be made to the Board of Directors. The report shall include financial statements of receipts and disbursements and a balance sheet, together with such other reports as are necessary to present to the Board of Directors the true and accurate financial condition of the Association. A summary of said report shall be submitted to the members of the Association at each annual meeting.

Designated Funds

Section H. Designated Funds are described as those monies or assets received or bequeathed to fund specific programs or activities outside the normal operating budget of the Association.

ARTICLE III

Herd Register

Section A. The Board of Directors shall establish the rules and regulations for the registration and transfer of animals, including the establishing of fees and charges and any other rules and regulations which shall be designated to promote the Guernsey breed. The Board of Directors shall annually cause to be published in the Guernsey Breeders' Journal rules and regulations as established by it during the previous year. The Herd Register shall be maintained by the Executive Secretary under the control and supervision of the Board of Directors. The Executive Secretary shall keep on file all documents constituting their authority for pedigrees and shall hold them subject to the inspection of any members of the Association. If in the judgment of the Board of Directors it is no longer advisable to retain any of these documents, the Executive Secretary may, if the Board of Directors so orders, destroy any documents relating to pedigrees.

Animals Entitled to Registration

Section B. Descendants of animals heretofore registered in the Association Herd Register; animals descended from animals registered in herd books recognized by the Association, and their descendants, may be registered on proof of their purity of descent in conformity with the rules established by the Board of Directors of the Association.

Registration of Guernsey Cattle Bred In the United States

Section C. Except as provided in Section J below, no animal bred in the United States shall be registered until both its sire and dam are registered; and, to preserve the identity of registered animals at least one method of permanent identification as approved by the Board of Directors must be used. No two animals in the same herd and of the same sex may have the same identification. All animals offered for registration must be permanently identified prior to the submission of their application for registration.

Section D. The Board of Directors may direct the Executive Secretary to refuse to record an application for registration if the animal for which the application is made shows characteristics Board which the of Directors believes are not for the best interest of the breed, or for any other reason which they believe makes its registration undesirable.

Section E. All applications for registration or transfer offered for record in the Herd Register must be made out on forms furnished by the Executive Secretary of the Association, and all persons offering animals for registration and transfer do so under the regulations adopted by the Board of Directors of the Association.

Ownership

Section F. Ownership of animals may be recorded in the name of a natural person, a farm, or a business entity approved by the Board of Directors. The recorded owner of the animal is for purposes of the records of the American Guernsey Association, but in no event is deemed a guarantee of legal or equitable ownership of the animal.

Pro-Forma Registration

Section G. In the event of a failure or refusal of a breeder of an animal to execute an application for registration, then the Board of Directors, acting upon evidence satisfactory to it, may, in its sole discretion, instruct the Executive Secretary to register the animal without the signature of the breeder.

Registration of Imported Animals

Section H. Animals imported into the United States of America from countries having herd books recognized by the Association shall be admitted to registration after full compliance with the rules and regulations of the Association. The application for registration must be submitted by the importer. The countries having herd books recognized by the Association shall be those which the Board of Directors shall have caused to be listed, as such, in the rules and regulations of the Association.

Reproductive Technology

Section I. The Board of Directors is authorized to establish special rules and regulations for the registration of animals resulting from advanced reproductive technology including but not limited to artificial insemination, embryo transfer, in-vitro fertilization and cloning.

Genetic Recovery

Section J. Notwithstanding the provisions of Section C of this Article III, animals may be registered in the Association Herd Register by qualification through compliance with the procedures and requirements of the Genetic Recovery program as authorized by the Board of Directors.

Prefix

Section L. A prefix may be reserved under the rules established by the Board of Directors and may solely be used by permitted users. The prefix of the breeder of the animal will be used when registering animals who have been sold in utero or are the result of advanced reproductive technology.

Breeder

Section K. The breeder of the animal shall be the recorded owner of the dam at the date of service for her natural calf or for calves resulting from advanced reproductive technologies.

ARTICLE IV

Rules for Protection of Guernsey Breed Herd Records

Section A. It shall be the duty of each member or non-member registering animals in the Association's Herd Register to keep, accurately, on forms designed for such purpose, a complete and consecutive record for each animal in the herd, showing date of service, and name and number of animal serviced, name of sire used, date of calving, sex of calf and tattoo, sketch or other Association approved methods of identification. Such records shall be kept for a period ending one year after the date on which an animal leaves the herd.

Verification of Records

Section B. The Executive Secretary may, upon notice to the owner or breeder, investigate or cause to be investigated any animal or herd of registered Guernsey animals, and may examine the breeding and herd records maintained for the purpose of verifying applications both for

membership and registration of animals, or for the purpose of verifying records on file in the Association office, or for the purpose of investigating any other matters in which the Association may be interested. The investigation of any animal or herd may include physical examination, genetic tests and/or other methods approved by the Board of Directors.

Section C. If a female is mated to more than one bull, by either natural or artificial means, the resulting offspring must be genetically tested to determine parentage.

Section D. The Executive Secretary or the Executive Board shall make such investigations of genetic factors occurring in Guernsey animals as they believe necessary or advisable and shall report the results of their investigations to the Board of Directors. Each member and non-member of the Association shall cooperate fully in any such investigation. The Board of Directors shall determine what genetic information is considered to be undesirable in the Guernsey breed and shall take whatever action it may consider appropriate to control and limit such undesirable genetics.

The collection, compilation and dissemination of information relating to genetic factors is hereby declared to be in furtherance of the aims and purposes of the Association, the preservation of high breeding standards of Guernsey cattle, and the protection not only of the members of the Association, but also of the public generally; and dissemination of such information is; therefore, deemed to be qualifiedly privileged. Accordingly, the Association shall publish and release such information in accordance with procedures established by the Board of Directors. In so doing neither the Association, nor its officers, directors, employees, or agents shall be liable for damages or otherwise.

ARTICLE V

Striking Animals from the Herd Register

Section A. Should an animal have been registered or should a record of change in ownership have been made, through error, misrepresentation, or fraud, the Board of Directors, on discovery of the same, shall declare the registration or record of change in ownership void, together with any registration that may have been made of descendants of such animals, provided, however, that no animal whose registration has stood for three years shall be stricken from the Herd Register unless authorized by the vote of not less than six directors. All descendants of an animal which may not be stricken because its registration has stood for three years, then living or born in the future, may be registered.

Section B. Where some question exists as to the parentage of any animal for which application for registration has been made by the breeder or owner, the Board of Directors may accept such proof of parentage as may seem satisfactory to it, including proof of parentage by genetic analyses. Being satisfied the Board of Directors shall instruct the Executive Secretary to record the application for registration.

ARTICLE VI

Record of Change of Ownership

Section A. Every change in ownership of a registered animal shall be promptly recorded with the Association by the seller, in order that progeny of the animal may be registered and subsequent changes in ownership recorded.

Section B. Any change in ownership that will also require change in the name of the recorded owner on the registration certificate must be reported immediately to the Association on an application, completed in every detail including without limitation of the generality of the foregoing:

(1) new owner's name and address;

(2) date of sale;

(3) if the animal is female, whether or not she has been served and, if served, the date of service and the name and registration number of the service bull, together with the proper fee. Open transfers (defined to be applications for transfers which do not include the names of the buyers of animals) are condemned and declared to be in violation of these Bylaws and subject to disciplinary action of the Board of Directors.

Section C. Any partial or total change in the ownership of a farm or a business entity listed as the recorded owner of a registered animal shall be promptly reported to the Association in a letter signed by the officer or agent authorized to sign for the farm or business entity. The Board of Directors may determine by rules and regulations when and under what circumstances the change in ownership of the farm or business entity requires payment of fees and the amount thereof.

Section D. In the event of a failure or refusal of the seller of an animal to give an application for the recording of change in ownership, then the Board of Directors, acting on evidence satisfactory to it, may, in its sole discretion, instruct the Executive Secretary to record the change in ownership of the animal without the signature of the seller.

Section E. When an animal has been sold at public auction, it shall be the duty of the recorded owner(s) of the animals and the sale manager to file promptly with the Association the necessary application for the transfer of title with appropriate funds.

Section F. All animals recorded by the Association sold at public auction are subject to the Association's Sale Code of Ethics.

Section G. Animals sold at public auction must be transferred from the seller to the buyer and shall not be re-transferable to the seller within one year following the date of sale unless a satisfactory explanation is filed with the Executive Secretary of the Association and accepted by the Board of Directors.

Section H. A recorded transfer may be canceled by the Board of Directors with the approval of the parties thereto. It may also be canceled by the Board of Directors on the application of one of the parties to the transfer after the opportunity for the hearing of which due notice has been given to the other party or parties thereto.

Section I. Breeders of animals which are the result of advanced reproductive technology who have sold either privately or at public auction may be required to provide documentation of the services to the Association upon request.

ARTICLE VII

Responsibility of the Association and the Breeders

Section A. A certificate of registration or change in ownership is based on statements contained in the application therefore and neither the Association, nor any Officer, Director, Employee or

Agent, thereof, shall be liable for any error contained in any certificate resulting from a false or erroneous application, or for any damages caused by such error, or for damages caused by striking any animal from the Herd Register pursuant to Article V, Section A, hereof.

Limitation of Duty

Section B. It shall not be the duty of this Association to enforce any contract or agreement between buyers and sellers other than the furnishing of proper certificates of registry and transfer of ownership, or of the breeding records relating to such cattle or their progeny.

Religious Objectors

Section C. A non-member who by reason of their religious beliefs or their membership in a church or religious sect which forbids their joining this Association, but who would otherwise be eligible for membership therein, who has been approved by the Board of Directors and has paid the regular fee charged for membership, shall be entitled to register animals at members' rates.

Foreign Countries

Section D. The privileges of registering and transferring Guernsey cattle on the records of this Association may be extended to residents of foreign countries in which facilities for registry and transfer are not available.

ARTICLE VIII

Supplemental Rules and Regulations

Section A. The Board of Directors shall, by resolution, establish supplemental rules and regulations for the registration and transfer of animals, including, without limitation of the generality of the foregoing, the establishment of fees and charges, fines and penalties, the registration of ownership in the name of a business entity other than a natural person, and any other rules and regulations which it considers to be in the best interests of the Association for the purpose of maintaining and promoting the Guernsey breed. All rules and regulations established by the Board of Directors shall become effective upon adoption of the resolution establishing the same and shall be published in the next available issue of the *Guernsey Breeders' Journal*.

ARTICLE IX

Breed Improvement Programs

Section A. The Board of Directors, by resolution, shall establish such programs designed to improve and promote the Guernsey breed, as it considers necessary.

Section B. Participation in the Associations programs is a privilege and participation in such program, acceptance of test results for official production, type ratings, and publication of show winnings, or any of the foregoing, may be denied to any member or non-member, for cause in the sole discretion of the Board of Directors.

ARTICLE X

Receipts and Expenditures

Section A. All monies received shall constitute a fund to defray the expenses of publishing or maintaining the Herd Register and the association purposes and activities of the Association and of other charges incidental to the transaction of the business of the Association under the direction of the Board of Directors.

Section B. All transactions of the Association shall be for cash. No employee, agent, officer or member shall be authorized to contract any debt in the name of the Association, other than current operating expenses, but the Board of Directors at any of its meetings is authorized in case of urgency to negotiate a temporary loan in anticipation of receipts to sustain the Association in good financial standing. A report of such action of the Board shall be made at the next Annual Meeting.

ARTICLE XI

Amending the Bylaws

Section A. The Bylaws may be altered or amended by a two-thirds vote of the members of the Board of Directors and such amendments shall become effective on an interim basis on the fifteenth day after such vote. Such alteration or amendment shall become permanent, subject to later amendment, if the same is confirmed by a majority vote of the eligible members of the Association (as defined in the Constitution of the Association) voting at the next succeeding annual meeting, provided that the notice of such meeting specifies the amendment to be voted on, or by a majority vote of the active members of the Association, whose ballots are received at the office of the Executive Secretary of the Association within thirty (30) days after the submission to them of any such alteration or amendment.