

**BYLAWS
OF
JUNIOR HEREFORD ORGANIZATION OF TEXAS**

ARTICLE I

CORPORATION, OFFICES, RECORDS, SEAL

Section I.1. The Corporation. Junior Hereford Organization of Texas is a nonprofit corporation that is organized under the Texas Business Organizations Code (the "Code"), subject to the requirements of Chapter 22 of Title 2 of the Code and the other chapters referenced therein. Pursuant to its certificate of formation, this corporation has members as provided in Article III below.

Section I.2. Principal Office. The principal office and location of this corporation shall be at such place in or outside the state of Texas as may be designated from time to time by the board of directors.

Section I.3. Registered Office and Registered Agent. This corporation shall have and continuously maintain a registered office and registered agent in the state of Texas. The location of the registered office and the name of the registered agent in the state of Texas shall be as are stated in the certificate of formation or as may be determined from time to time by the board of directors pursuant to the applicable provisions of law.

Section I.4. Records. This corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors. This corporation shall maintain appropriate accounting records.

This corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order, showing the number of votes each member is entitled to vote. This corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its original certificate of formation or restated certificate of formation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members;

(d) the minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;

(e) all written communications to all members generally within the past three (3) years, including the annual financial statements of this corporation for the past three (3) years;

(f) a list of the names and business or home addresses of its current directors and officers;

(g) its most recent periodic report delivered to the Texas secretary of state as required by Code Section 22.357;

(h) its annual financial report which includes: i) a statement of support, revenue, expenses, ii) a statement of changes in fund balances, iii) a statement of functional expenses, and iv) a balance sheet for each fund, as prepared or approved by the board of directors as required by Code Section 22.352; and

(i) appropriate financial statements of all income and expenses.

Except as required by law or as may be authorized by the board of directors (including the collection of appropriate charges), no member or agent or attorney of any member shall have the right to inspect the foregoing records or any other records of this corporation.

Section I.5. No Corporate Seal. This corporation will not have a corporate seal.

ARTICLE II

TYPE OF CORPORATION; PURPOSES

Section I.1. Type of Corporation. This corporation is a nonprofit corporation.

Section I.2. Purposes Stated in the Certificate of Formation. The purposes of this corporation shall be those nonprofit purposes stated in the certificate of formation.

ARTICLE III

MEMBERSHIP

Section III.1. General. This corporation shall have only one (1) class of membership.

Section III.2. Qualification and Admission. An individual is eligible to be a member if he or she is a resident of Texas. An individual who is attending college outside the state of Texas is nevertheless deemed to be a resident of Texas if he or she was a member prior to attending college and is otherwise qualified. An individual is eligible until December 31 of the

calendar year in which such individual has attained age twenty-two (22). Membership dues will be assessed on a calendar year basis. The amount of the annual membership dues and the time that membership dues are payable will be set from time to time by the board of directors. Any individual who is as member of Texas Junior Hereford Association, an unincorporated nonprofit association organized in the State of Texas ("TJHA"), on September 30, 2025, shall, without any action on anyone's part, be a member of this corporation for calendar year 2025.

Section III.3. Transfer of Memberships. No member may transfer a membership in this corporation or any right derived therefrom.

Section III.4. Resignation, Expulsion or Suspension of Members.

(a) Any member may resign as a member. Such resignation shall be in writing addressed to the secretary/treasurer of this corporation and shall be effective immediately or upon the time specified, as such resignation may provide. The resignation of a member does not relieve the member from any obligations the member may have to this corporation as a result of obligations incurred or commitments made prior to resignation.

(b) The board of directors of this corporation may expel or suspend a member or terminate or suspend a membership in accordance with the following procedures:

(i) this corporation shall give at least fifteen (15) days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) the board of directors shall provide an opportunity for the affected member to be heard, orally or in writing, by the board of directors not less than five (5) days before the effective date of the expulsion, suspension or termination; and

(iii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this corporation's records.

Notwithstanding the foregoing, if a member fails to pay any dues when such amounts become due, such member may be expelled or suspended, and such member's membership may be terminated or suspended, in accordance with the following procedures:

(i) this corporation shall give at least fifteen (15) days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this corporation's records; and

(iii) if payment of the amount due is not received by this corporation within the period specified in such notice, this corporation may expel

or suspend such member, and may terminate or suspend such member's membership, without providing an opportunity for the affected member to be heard.

Section III.5. Purchase of Memberships. This corporation shall not purchase any of its memberships or any right arising therefrom.

ARTICLE IV

MEETINGS OF MEMBERS

Section IV.1. Place of Meetings. All meetings of the members shall be held at the principal office of this corporation or at such other place or places, within or without the state of Texas, as the board of directors shall have determined.

Section IV.2. Annual Meetings. The annual meeting of members shall be held during, and in the same city as, the annual state show on such date and at such time and place as the board of directors may specify.

(a) Regular Meetings. In addition to the annual meeting, the members may hold regular meetings at such time and place as may be determined from time to time by resolution of the board of directors.

(b) Special Meetings. Special meetings of the members may be held for any purpose or purposes. Special meetings may be called by the president or by the board of directors, and shall be called by any officer upon the written demand of at least one-tenth (1/10) of the members entitled to vote at any such meeting. The close of business on the thirtieth day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the foregoing one-tenth (1/10) requirement has been met.

To the extent that there is no separate call of a meeting of members, the "call" and the "notice" of any such meeting shall be deemed to be synonymous.

Section IV.3. Notice. Notice of each meeting of the members, whether annual, regular or special, stating the place, day and hour of the meeting, shall be given, by or at the direction of the president, the secretary/treasurer or the officers or persons calling the meeting, to each member entitled to vote thereat. Such notice shall be mailed, sent by facsimile, transmitted by electronic message, or personally delivered to each member entitled to such notice. Such notice shall be given and effective not less than ten (10) days nor more than sixty (60) days prior to the meeting. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these bylaws.

(a) Waiver of Notice. A member may waive any notice required to be given under the provisions of these bylaws, the certificate of formation or any law by signing and delivering to this corporation for inclusion in the minutes or filing with the corporate records a written waiver thereof, before or after the date and time stated in the notice. A member's attendance at a meeting (i) waives objection to lack of notice or defective notice of such meeting, unless, at the beginning of the meeting, the member objects to holding the meeting or transacting

business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

(b) Presiding Officials. Every meeting of the members, for whatever object, shall be convened by the president or by the officer or person who called the meeting, but it shall be presided over by the appropriate officer specified in Section 7.6 or 7.7 of these bylaws; provided, however, that the members at any meeting by a majority vote, and notwithstanding anything to the contrary contained elsewhere in these bylaws, may select any persons of their choosing to act as chairman and secretary of such meeting or any session thereof.

Section IV.4. Business That May Be Transacted at Annual Meetings. At each annual meeting of the members, the members shall elect directors to hold office until the third succeeding annual meeting and until their successors shall have been elected and commenced their terms of office, the members shall elect junior ambassadors to hold office until the next succeeding annual meeting and until their successors shall have been elected and commenced their term of office, and the members may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) a matter contemplated by Code Section 22.251 (approval of merger) will be voted upon at an annual meeting only if members were provided written notice of the meeting stating that the purpose or one of the purposes of the meeting is to consider the plan of merger, as well as the plan of the merger or a summary of the plan of the merger, and (ii) a matter contemplated by Code Section 22.252 (approval of sale of all or substantially all of the assets) will be voted upon at an annual meeting only if members were provided written notice of the meeting stating that the purpose or one of the purposes of the meeting is to consider sale of all or substantially all of the assets of this corporation. At each annual meeting of the members, the president and the secretary/treasurer shall report on the activities and financial condition of this corporation.

(a) Business That May Be Transacted at Regular Meetings. At any regular meeting of the members, the members may transact such business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) a matter contemplated by Code Section 22.251 (approval of merger) will be voted upon at an annual meeting only if members were provided written notice of the meeting stating that the purpose or one of the purposes of the meeting is to consider the plan of merger, as well as the plan of the merger or a summary of the plan of the merger, and (ii) a matter contemplated by Code Section 22.252 (approval of sale of all or substantially all of the assets) will be voted upon at an annual meeting only if members were provided written notice of the meeting stating that the purpose or one of the purposes of the meeting is to consider sale of all or substantially all of the assets of this corporation.

(b) Business That May Be Transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by all members entitled to vote on such matter.

Section IV.5. Quorum and Manner of Acting. Except as otherwise may be provided by law or by the certificate of formation, the members present in person at a meeting

for which notice was given shall constitute a quorum. Every decision of a majority of the members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the certificate of formation or by these bylaws.

Section IV.6. Voting. Each member shall have one (1) vote on each matter voted on by the members. Cumulative voting for directors shall not be permitted. Voting at any meeting may, but need not be, by written ballot. Voting by proxy shall not be permitted,

Section IV.7. Unanimous Written Consent of Members. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the proposed action, shall be signed by all the members entitled to vote with respect to the action that is the subject of the consent.

Section IV.8. Voting by Other Means in Lieu of Member Meeting. Any action required to be taken or that may be taken at a meeting of the members may be taken without a meeting if this corporation delivers by mail, facsimile transmission, by electronic message, or any combination of those methods, a ballot to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against such proposal.

Section IV.9. Record Date. The board of directors may fix a future record date for the determination of members (i) who are entitled to notice of and to vote at any meeting of the members, (ii) who are entitled to sign any written consent under Section 4.7 above or (iii) who are entitled to vote on any matter submitted for voting by ballot under Section 4.8 above. If the board does not so set a record date, then:

- (a) the members entitled to notice of a meeting shall be those members of record as of the close of business on the business day preceding the day the notice is sent to the members;
- (b) the members entitled to vote at a meeting shall be those persons who are entitled to notice of the meeting;
- (c) the members entitled to sign consents in lieu of a meeting (as permitted under Section 4.7 above) are those members of record on the date the consent is signed by the member who first signs such consent; and
- (d) the members entitled to vote by ballot (as permitted under Section 4.8 above) are those members of record on the date such a ballot is signed by the member who first signs such a ballot.

Notwithstanding the foregoing, no record date shall be fixed or established pursuant to the foregoing provisions that is more than sixty (60) days before the meeting or action requiring a determination of members occurs. If a meeting is adjourned, the record date for the original meeting is the record date for the adjournment; provided, however, that if a meeting is adjourned to a date more than sixty (60) days after the record date for determining members entitled to

notice of the original meeting, then the board of directors shall fix a new record date for the adjournment.

Section IV.10. Member Lists. After fixing a record date for a notice of a meeting, this corporation shall prepare an alphabetical list of the name, address and number of votes of each member who is entitled to vote at the meeting. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at this corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent or a member's attorney is entitled on written demand to inspect the list, at a reasonable time, during the period it is available for inspection. This corporation shall make the list of members available at the meeting, and any member, a member's agent or a member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Without the consent of the board of directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board of directors, a membership list or any part thereof may not be:

- (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by this corporation;
- (b) used for any commercial purpose; or
- (c) sold to or purchased by any person.

ARTICLE V

DIRECTORS

Section V.1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the certificate of formation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the certificate of formation or by a corporation organized under the Code, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c)

all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Section 5.1.

Section V.2. Number and Qualifications. The directors of this corporation shall be twelve (12) in number starting after the directors elected at the annual meeting of members in 2027 take office. Until that time, the number of directors of this corporation shall be no more than thirty (30). The number of directors may be increased or decreased (but to no fewer than three (3)) by amendment to these bylaws. All directors must be natural persons. All directors must be members of this corporation. Any director must have attained age fourteen (14) by the date of the annual meeting of the board of directors in the year in which such director is elected to serve. In order to be a candidate for director, an individual must submit a nomination form to the Executive Director by no later than the late entry deadline for the state show. Such nomination form shall be in a form approved by the board of directors.

Section V.3. Election and Terms of Office. At each annual meeting of the members, as the first order of business of the meeting, new directors shall be elected by the members to succeed those directors whose terms expire with such annual meeting; provided, however, that, in each of 2026, 2027, and 2028, even though the term of office of more than four (4) directors will have expired, only four (4) directors will be elected. Each individual elected as a director shall serve until the third following annual meeting of the members and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal; provided, however, each director named in the certificate of formation shall hold office until the annual meeting of the members held in the year set forth opposite such director's name in the certificate of formation or until such director's earlier death, incapacity, disqualification, resignation, or removal.

Section V.4. Commencement of Term of Office. The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise.

Section V.5. Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of an director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the board of directors (even though the directors remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose. The death, incapacity, disqualification, resignation, or removal of any director named in the certificate of formation shall not be considered a vacancy to be filled unless the number of directors whose term is set to expire in any of 2026, 2027, or 2028 is fewer than four (4) directors. If there are fewer than four (4) directors with terms expiring in any of 2026, 2027, or 2028, then the board may, by a majority vote of the remaining members of the board of directors (even though the directors remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose, fill such vacancies so that there are at least four (4) directors with terms expiring in each of 2026, 2027, and 2028. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced._

Section V.6. Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

Section V.7. Committees. By resolution adopted by a majority of the directors in office, the board of directors may designate one or more committees, each of which shall consist of two or more persons and each of which shall have and exercise the authority of the board in the management of this corporation to the extent provided in the designating resolution. Such committees may include persons who are not directors, but shall consist of a majority of directors. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the board of directors may designate one or more committees, none of which shall have the authority of the board in the management of this corporation, but each of which shall have such duties and authority as are from time to time delegated to it by the board of directors. Such committees may, but need not, consist of persons who are not directors.

Committees of the board of directors and members of such committees are governed by Article VI of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of directors in the case of committees not having the authority of the board of directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this corporation and shall report the same to the board of directors at or prior to its next meeting. The secretary/treasurer of this corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to members, directors, officers, agents or employees except in exchange for value received;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets;
- (c) unless otherwise stated in these bylaws or the certificate of formation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend or repeal the certificate of formation or these bylaws.

Section V.8. Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors or to the president or secretary/treasurer of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section V.9. Removal.

(a) The members may, without cause, remove one or more directors elected by the members. A director may be removed by the members only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

(b) A director elected by the board of directors may be removed without cause by a vote of two-thirds (2/3) of the directors then in office; provided, however, that a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not by the board.

Section V.10. Junior Ambassadors.

(a) Number and Qualifications. There shall be six (6) junior ambassadors of this corporation. The number of junior ambassadors may be increased or decreased by amendment to these bylaws. A junior ambassador shall be a natural person. A junior ambassador shall have attained age ten (10) at the time that such junior ambassador is elected and shall be eligible until the date of the annual meeting in the year in which such junior ambassador attains age thirteen (13). All junior ambassadors must be members of this corporation.

(b) Election. At the first annual meeting and at every following annual meeting of the members thereafter, junior ambassadors shall be elected by the members to succeed those junior ambassadors whose terms expire with such annual meeting. A person so elected as a junior ambassador shall serve until the next following annual meeting of the

members and until the term of office of such junior ambassador's successor has commenced, or until such junior ambassador's earlier death, incapacity, disqualification, resignation or removal.

(c) Successive Terms Not Allowed. Junior ambassadors may not be elected for successive terms; however, those members who have previously served as junior ambassadors who are otherwise qualified to be junior ambassadors may be re-elected at the annual meeting following the election of such junior ambassador's successor.

(d) Meeting Attendance. Junior ambassadors shall be entitled to attend any meeting of the board of directors; provided, however, junior ambassadors shall not be entitled to participate in, or vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of the board of directors.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section VI.1. Annual Meetings of the Board-Notice. The newly elected members of the board and those members of the board who continue in office (if any) shall meet annually (a) immediately following the adjournment of the annual meeting of members, at the same location as such meeting, or at such other time and place, either within or without the state of Texas, as shall be established at the annual meeting of the members, and no notice of such board meeting shall be necessary to any directors in order legally to constitute the meeting, provided a quorum shall be present, (b) if not so established or if a quorum shall not be present, the members of such board may meet at such time and place as shall be consented to in writing by a majority of the directors, provided that notice of such meeting shall be given to each of the other directors in the same manner as provided in Section 6.4 of these bylaws with respect to the giving of notice of special meetings of the board except that it shall not be necessary to state the purpose of the meeting in such notice, or (c) regardless of whether or not the time and place of such meeting shall be so established, the members of such board may meet at such time and place as shall be consented to in writing by all of the directors.

Section VI.2. Regular Meetings. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

Section VI.3. Special Meetings. Special meetings of the board of directors may be called by the president or by at least twenty percent (20%) of the directors to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this corporation or at such place or places, within or without the state of Texas, as the board of directors shall have determined.

Section VI.4. Notice of Meetings.

(a) Written notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each

director by the officer or directors calling the special meeting and shall be given and effective at least two (2) days before the day on which the meeting is to be held.

(b) Whenever notice is required to be given to a director, such notice shall be mailed, transmitted by facsimile, transmitted by electronic message, or personally delivered to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these bylaws.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section VI.5. Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of at least a majority of directors, but not less than three (3) directors, then in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except in those specific instances in which a larger vote may be required by law, by the certificate of formation or by these bylaws.

Section VI.6. Adjournment. If the quorum specified above should not be present at any such meeting, but at least three (3) of the directors then in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.

Section VI.7. Voting. Each director present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.

Section VI.8. Meetings by Conference Telephone or Similar Communications Equipment. Members of the board of directors of this corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

Section VI.9. Action Without a Meeting. Any action that is required to be or may be taken at a meeting of the directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the board. The consent must state the date of each director's signature. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary/treasurer shall file such consents with the minutes of the meetings of the board of directors.

ARTICLE VII

OFFICERS

Section VII.1. General. The officers of this corporation shall be a president, a secretary/treasurer, a president-elect, a fundraising chair, a membership chair, a leadership chair, a communications chair, and such other officers as the board of directors may elect. All officers, except the secretary/treasurer, shall be elected from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors. With the exception of the president and the secretary/treasurer, any two or more offices may be held by the same person.

Commencing on the date on which the certificate of formation of this corporation is filed with the Secretary of State of Texas, and continuing until the first annual meeting of the board of directors following that date, the officers of this corporation shall be those individuals who are then serving as officers of Texas Junior Polled Hereford Association, an unincorporated nonprofit association organized in the State of Texas ("TJPHA"), and those individuals then serving as officers of TJHA. During such period of time, each officer of TJPHA shall serve with the corresponding officer of TJHA as a committee of such office of this corporation pursuant to Section 22.231(b) of the Code and Section 5.7 of these bylaws. As an example, during such period of time, the president of TJPHA on the date that the certificate of formation of this corporation is filed with the Secretary of State of Texas and the president of TJHA on the date that the certificate of formation of this corporation is filed with the Secretary of State of Texas shall serve together as the "President's Committee." Upon the election of officers at the first annual meeting of the board of directors of this corporation next following the date on which the certificate of formation of this corporation is filed with the Secretary of State of Texas, all of the committees of officers established pursuant to this Section 7.1 shall cease to function.

At the first and each subsequent annual meeting of the board of directors next following the date on which the certificate of formation of this corporation is filed with the Secretary of State of Texas, the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of this corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election.

Section VII.2. Resignation. An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section VII.3. Removal. Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section VII.4. Compensation. Salaries and compensation of all officers and of all other agents and employees of this corporation, if any, may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the president, or such other officer or officers as may be empowered by the board of directors to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this corporation.

Section VII.5. Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section VII.6. Delegation of Authority. The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section VII.7. The President. The president shall be a director who has attained the age of eighteen (18) by the date of the annual meeting of the board of directors in the year in which such individual is elected to serve as president. Unless the board otherwise provides, the president shall be the chief executive officer of this corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the president shall carry into effect all directions and resolutions of the board. The president shall preside at all meetings of the members and the board of directors at which the president may be present.

The president may execute all bonds, notes, debentures, mortgages and may execute all other contracts and instruments for and in the name of this corporation.

Unless otherwise specifically provided by the board of directors, the president shall have the right to participate in any meeting of any committee of the board of directors, whether or not the president is a member of such committee; provided, however, that, unless the board of directors otherwise directs, the president shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the president is not a member.

At each annual meeting of the members, the president (together with the secretary/treasurer) shall report on the activities and financial condition of this corporation.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the board of directors.

Section VII.8. The Secretary/Treasurer. The secretary/treasurer shall be an individual who has attained the age of twenty-three (23) by the date of the annual meeting of the board of directors in the year in which such individual is elected to serve as secretary/treasurer. The secretary/treasurer shall attend the meetings of the members and the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary/treasurer shall perform similar duties for any committee when requested by any such committee. In addition, the secretary/treasurer shall have the following duties:—

- (a) act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary/treasurer's possession;
- (c) give or cause to be given notice of the meetings of the members and the board of directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;
- (d) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (e) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

The secretary/treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The secretary/treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated by the board of directors. The secretary/treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the board of directors. The secretary/treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The secretary/treasurer shall render to the president, the Executive Director or the board of directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

At each annual meeting of the members, the secretary/treasurer (together with the president) shall report on the activities and financial condition of this corporation.

The secretary/treasurer shall be bonded at this corporation's expense if the board of directors so requires.

The secretary/treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

Section VII.9. President-Elect. The president-elect shall be an individual who has attained the age of seventeen (17) by the date of the annual meeting of the board of directors in the year in which such individual is elected to serve as president-elect. The president-elect shall cooperate with the rest of the officers to observe the role of president and shall perform such other duties as the directors may from time to time prescribe.

Section VII.10. Fundraising Chair. The fundraising chair shall carry on such tasks as the board sees fit from time to time to advance fundraising for this corporation and shall perform such other duties as the directors may from time to time prescribe.

Section VII.11. Membership Chair. The membership chair shall carry on such tasks as the board sees fit from time to time to advance membership of this corporation and shall perform such other duties as the directors may from time to time prescribe.

Section VII.12. Leadership Chair. The leadership chair shall carry on such tasks as the board sees fit from time to time to advance the leadership of this corporation and shall perform such other duties as the directors may from time to time prescribe.

Section VII.13. Communications Chair. The communications chair shall carry on such tasks as the board sees fit from time to time to inform the membership and the public of this corporation's news, and such other tasks as are necessary to advance this corporation's communication with its members and with the public.

Section VII.14. Advisors.

(a) Number and Qualifications. There shall be five (5) advisors to the board of directors of this corporation; provided, however, notwithstanding the foregoing, commencing on the date on which the certificate of formation of this corporation is filed with the Secretary of State of Texas and continuing until the first annual meeting of the board of directors next following that date, the advisors of the corporation shall be those individuals who are then serving as advisors of TJPHA and those individuals who are then serving as advisors of TJHA; and provided, however, said advisors shall serve until the election of their successors at the first annual meeting of the board of directors of this corporation next following the date of which the certificate of formation of this corporation is filed with the Secretary of State of Texas. The number of advisors may be increased or decreased by amendment to these bylaws. An advisor shall be a natural person. An advisor shall have attained the age of twenty-three (23) by the date of the annual meeting in the year in which such advisor is elected to serve as an advisor.

(b) Election. At the first and each subsequent annual meeting of the board of directors next follow the date on which the Certificate of Formation of the corporation is filed with the Secretary of State of Texas, the newly elected board shall elect advisors to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal. Each advisor of this corporation who is not

reelected at the annual meeting of the board next succeeding such officer's election and at which any advisor of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such advisor's election.

(c) Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an advisor of this corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

(d) President's Parents. If the parent(s) and/or legal guardian(s) of the president of this corporation desire to serve as advisors to this corporation, they shall be elected to serve as advisors.

(e) State Show Manager. The state show manager shall be elected by the board of directors from among the advisors. The state show manager shall perform any and all tasks necessary to plan and carry out the state show and shall perform such other duties as the directors may from time to time prescribe. The state show manager shall render to the president, the Executive Director, and the board of directors, a report on all transactions contemplated or carried out for the state show whenever requested. The state show manager shall keep careful records of the planning process so that those portions of the state show that are replicable from year to year can be replicated by the state show manager's successor.

ARTICLE VIII

EXECUTIVE DIRECTOR

The board of directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article VIII and shall designate such person so appointed as the Executive Director. The Executive Director shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and such person shall carry into effect all directions and resolutions of the board. The Executive Director shall direct the daytoday affairs of this corporation including supervising all employees of this corporation, reporting to the board of directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the board of directors and reporting thereon whenever so requested by the board of directors. The Executive Director shall be directly responsible to the board and shall report directly to the board.

The Executive Director shall cause to be prepared and shall submit to the board for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the board of directors at its annual meeting a report summarizing the operations and affairs of this corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also

make such reports to the board of directors as may be appropriate, or which may be required by these bylaws, or by the board.

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the board of directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

The Executive Director may be invited to participate in any meeting of the board of directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the board of directors, or (ii) a committee, if the Executive Director is not a member of such committee.

The Executive Director shall be bonded at this corporation's expense if the board of directors so requires.

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) or from time to time by the board of directors.

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the board of directors or president shall designate some other person to exercise, and in the absence of such designation the president may exercise, all of the powers and perform all of the duties of the Executive Director.

ARTICLE IX

GENERAL PROVISIONS

Section IX.1. Depositories and Checks. The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

Section IX.2. Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the board of directors so requires.

Section IX.3. Custodian of Securities. The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

Section IX.4. Annual Audit. The board of directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an

independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable.

Section IX.5. Absence of Personal Liability. The members of this corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

Section IX.6. Liability and Indemnification of Directors and Officers.

(a) Limitation of Liability. No person shall be liable to this corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director, junior ambassador, advisor, officer, employee, or agent of this corporation or of any Other Enterprise (as hereinafter defined) in which such person serves as a director, junior ambassador, advisor, officer, employee, or agent at the request of this corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or (ii) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(i) one or more officers or employees of this corporation or of such Other Enterprise whom the director, junior ambassador, advisor, officer, employee or agent reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, certified public accountants or other persons as to matters the director, junior ambassador, advisor, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or

(iii) a committee of the board of which the director, junior ambassador, advisor, officer, employee, or agent is not a member, as to matters within its jurisdiction, if the director, officer, advisor, junior ambassador, employee, or agent reasonably believes the committee merits confidence;

provided that the director, junior ambassador, advisor, officer, employee, or agent did not, at the time of such reliance, have knowledge concerning the matter in question that made such reliance unwarranted.

(b) Indemnification, Generally. In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other paragraphs of this Section 9.6, this corporation shall indemnify and advance expenses to each person who is or was serving in an Indemnifiable Capacity (as hereinafter defined) to the full extent permitted by the laws of the state of Texas as in effect on the date of the effectiveness of this Section 9.6 and as may hereafter be amended.

(c) Right to Indemnification. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (regardless of whether such action, suit or proceeding is by or in the right of this

corporation or by third parties) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines and other expenses, actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding); provided, however, that this corporation shall not be required to indemnify or advance expenses to any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; provided, further, that this corporation shall not be required to indemnify or advance expenses to any person in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized in advance by the board of directors of this corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person's conduct was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Any indemnification under paragraph (b) or advancement of expenses in connection with an action by or in the right of this corporation shall be reported to the members to the extent and in the manner required by the Code.

(d) Enforcement of Indemnification. In the event this corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(e) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by this corporation and a written affirmation by such person of such person's good faith belief that such person has met the standard of conduct necessary for indemnification. In no event shall any advance be made in instances where the board, members of this corporation or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

(f) Non-Exclusivity. The indemnification and the advancement of expenses provided by this Section 9.6 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of members of this corporation or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not

limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 9.6 shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, junior ambassador, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, junior ambassador, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Section 9.6.

(h) Vesting of Rights. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargainedfor, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 9.6 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 9.6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(i) Definitions. For purposes of this Section 9.6:

(i) References to "this corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Section 9.6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(ii) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director, junior ambassador, advisor, officer, employee, or agent of this corporation or service by a person at this corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(iii) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iv) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(v) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a crossclaim or counterclaim; and

(vi) References to "serving at the request of this corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, junior ambassador, advisor, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(vii) Unless the board of directors of this corporation shall determine otherwise, any director, junior ambassador, advisor, officer, employee, or agent of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a member, shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the board of directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification or advancement of expenses.

(j) Severability. If any provision of this Section 9.6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 9.6 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this Section 9.6 to indemnification by this corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any

threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

ARTICLE X

NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any director or member shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director or member being notified;
- (b) the date notice is deposited in the United States mail with postage paid in a correctly addressed envelope; and
- (c) when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

Written notice is correctly addressed to a member if addressed to the member's address shown in this corporation's current list of members. Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

ARTICLE XI

FISCAL YEAR

The board of directors shall have the power to fix and from time to time change the fiscal year of this corporation. In the absence of action by the board of directors, however, the fiscal year of this corporation shall end each year on the date on which this corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

ARTICLE XII

AMENDMENTS

Except as otherwise specifically provided in these bylaws, the bylaws of this corporation may be amended or new bylaws adopted upon the approval of the board of directors. This corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any member or director at all reasonable times during office hours.

CERTIFICATE

The foregoing bylaws were duly adopted as and for the bylaws of Junior Hereford Organization of Texas pursuant to that certain Plan of Conversion adopted by the members of TJPFA on June ____, 2025

Secretary