

**BY-LAWS
OF
THE DOUGLAS COUNTY LIVESTOCK ASSOCIATION**

ARTICLE 1. OFFICES

Section 1. The registered office of this corporation in the State of Oregon shall be located at Roseburg, Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. The corporation shall have two classes of memberships; Members and Associate members.

Section 2. Members shall be or have been livestock growers or owners of livestock or directly involved in the agricultural industry in Douglas County.

Section 3. Each member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5. Membership in this corporation is not transferable nor assignable.

Section 6. Associate membership shall be available to those individuals or organizations not qualifying as members. Associate members may be from outside Douglas County. Associate members will not be eligible to vote or hold offices.

ARTICLE III. MEETING OF MEMBERS

Section 1. An annual meeting of the members and associate members shall be held during the month of October each year for the purpose of electing officers, directors, and for the transaction of such other business as may come before the meeting. If the election of officers and directors shall not be held during the month of October at an annual meeting, the Board of Directors shall cause the election to be held at a special meeting of members as soon thereafter as conveniently as possible.

Section 2. Special meeting of the members may be called by the President or the Board of Directors.

Section 3. The Board of Directors shall designate the time, place, and date of meeting for any annual meeting or any special meeting.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than seven nor more than fifty days before the date of such meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

Section 5. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present, a majority of those present may adjourn the meeting from time to time without further notice.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. The Board of Directors shall consist of no fewer than 15 minimum nor more than 20 members including officers. The directors shall be elected on rotating two year terms.

Section 3. A regular meeting of the Directors may be held, without other notice than this by-law, immediately after and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of such additional regular meetings, and special meetings may be called by the President or by a majority of the Board of Directors at any time.

Section 4. Notice of any special meeting of the Directors shall be given at least two days prior thereto by written, electronic, or phone notice delivered personally.

Section 5. A majority of the Board of Directors must be present to transact business at any meeting of the Board of Directors and the act of this majority shall be the act of the Board of Directors.

Section 6. Any vacancy occurring in the Board of Directors may be filled by the Board of Directors, and the Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 7. Any action which may be taken at a meeting of Directors may be taken without a meeting if the President obtains a unanimous consent of the board and documents the action in writing with the Secretary.

Section 8. Any Director missing three consecutive Board of Directors meeting, upon discretion of the rest of the Board of Directors, can be removed from office and replaced by the procedure set forth in Section 6, Article IV regarding filling a vacancy of a Director.

ARTICLE V. OFFICERS

Section 1. The officers of the corporation shall be a President, Immediate Past President, Vice-President, Secretary, and Treasurer and such other offices as the Board of Directors may determine. Any two or more offices may be held by the same person except the office of President and Secretary.

Section 2. Officers of the Association shall be elected by the members of the Association at the annual meeting of members and each officer shall hold office until their successor shall have been duly elected and qualified. The officers shall be elected annually for a one year term. Each officer may be re-elected for more than one term.

Section 3. The President shall be the principle executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors of these by-laws or statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records ; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. The Treasurer shall keep and maintain the financial records of DCLA and provide a financial report at each board meeting. The Treasurer shall provide a detailed report for the annual meeting. The Treasurer shall also provide for an annual review at the direction of the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. The Board of Directors may designate and appoint one or more committees, which committees shall have and exercise such authority as granted by the Board of Directors.

Section 2. The chairman of all committees shall be appointed by the Board of Directors for a term of one year. Annually each committee chairman will recommend a list of committee members to be approved by the board of directors.

ARTICLE VII. CHECKS, DEPOSITS AND FUNDS

Section 1. All funds of the association shall be deposited as the Board of Directors may elect, to be withdrawn by checks, drafts, or orders signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII. DUES

Section 1. The annual dues for all classes of membership shall be determined by the Board of Directors and shall be payable in advance of the first day of October in each year.

ARTICLE IX. AMENDMENTS TO BY-LAWS

Section 1. These by-laws may be altered, amended, or replaced and new by-laws adopted by a majority in number of the Board of Directors at any regular meeting if at least seven days written notice is given to all members of the intention to alter, amend, repeal, or adopt new by-laws at such meetings.

DOUGLAS COUNTY LIVESTOCK ASSOCIATION

MISSION STATEMENT

The Douglas County Livestock Association is a non-governmental, voluntary organization of individuals associated with the livestock industry united for the purpose of furthering the following goals:

- * Encourage the involvement of youth in livestock activities
- * Assist all livestock producers
- * Provide a political voice for the livestock community
- * Promote continuing education of livestock producers
- * Disseminate information relating to livestock and livestock activities
- * Provide for the continuing education of the public concerning livestock issues
- * Assist producers in marketing livestock
- * Encourage participation of members and the public in livestock-associated activities
- * Expand our knowledge by networking with other livestock associations and groups
- * Provide representation of livestock interests
- * Promote agricultural activities
- * Encourage social contacts among members of the association.