

# RESTATED ARTICLES OF INCORPORATION OF IOWA ANGUS BREEDERS ASSOCIATION

TO: The Secretary of State, State of Iowa

Pursuant to the provisions of 504A (39) of the 1999 Code of Iowa, the undersigned Corporation adopts the following Restated Articles of Incorporation:

I.

The name of the Corporation shall be Iowa Angus Breeders Association. The Corporation was formerly known as Iowa State Aberdeen Angus Breeders' Association.

II.

The duration of the Corporation shall be perpetual.

III.

The purpose or purposes for which the Corporation is organized are to encourage and promote the development of Angus Cattle in Iowa, the advancement and improvement of such cattle, the scientific breeding and production thereof; to promote educational campaigns for the purpose of creating markets for cattle owned by said members, or Corporations; to create a unity of action among the breeders of such cattle, and to do all things desirable or necessary, in the judgment of the officers of said Corporation, to determine the proper functioning of all phases of activities pertaining to the purpose and object of such Corporation as such described.

IV.

The members of this Corporation shall not be divided into classes.

V.

This Corporation shall exist until it is dissolved by three-fourths (3/4) vote of the members thereof.

VI.

There shall be no capital stock of said Corporation and upon discontinuance of the Iowa Angus Breeders Corporation; all assets will be given to the American Angus Association.

VII.

Any person owning Angus cattle may become a member of the Iowa Angus Breeders Association, by sending his/her name and address, together with the annual membership fee, to the Secretary/Treasurer of the Association. Any person other than an Angus cattle owner may become a member by offering the annual membership fee, and it's acceptance by a formal recorded motion by the Board of Directors. The Board of Directors shall set the annual dues for members of this Association. Any Iowa Junior Angus member under the age of twenty-one (21) may be admitted to membership without cost, without voting privileges.

VIII.

Any association or group of Angus breeders petitioning to become member of the State Association and deserving of having a member serve on the State Board of Directors must be actively engaged in the

promotion of the breed. The Association or group shall be construed as actively engaged in the promotion of the breed if they conduct regularly scheduled meetings, place an ad in the annual Iowa Breeders Directory, and an activity or event that promotes the Angus Breed.

IX.

The affairs of this corporation shall be managed by a Board of Directors, who shall hold their term of office for three years, but shall be eligible for election to an additional term of three years. No person shall sit on the board for more than six (6) consecutive years. One director and one alternate shall be elected from each district or association, at the time of the annual district meeting, and same shall be certified to the Secretary of the Iowa Angus Breeder's Association. In addition to district directors there shall be four (4) directors-at-large with two being elected each year at the annual membership meeting. The directors-at-large will be elected from the four (4) quadrants of the State of Iowa with the vision of the quadrants being Interstate Highway I-80 constituting the North-South line and Interstate Highway I-35 constituting the East-West division. Directors elected to serve as at-large members must be a resident of the quadrant from which they represent. A director-at-large shall sit for no more than four (4) consecutive years. Directors and Directors-at-large must sit out for one (1) year after serving their consecutive terms.

X.

The Officers of this Corporation shall be a President, Vice President, and Secretary-Treasurer, and the President and Vice President shall be elected by the Board of Directors at its annual meeting. The President and Vice President shall be duly qualified members of the Corporation and be in good standing. The office of Secretary-Treasurer shall not be an elected position but will be held by one or two people, employed by the board. This position need not be filled by a member of the board. In conjunction therewith, a professional accounting firm shall be hired to assist the Treasurer, so that continuity can be provided to the Organization.

XI.

The Annual Meeting of the members of this Corporation shall be held at Des Moines, Iowa, or such other place as designated by the Board of Directors, and at such time and place as said Board of Directors should determine. A written or published notice thereof shall be given at least (30) days prior to the time of holding said meeting. Immediately after the Annual meeting of this Corporation, the Board of Directors shall hold it's annual meeting for the purpose of electing the officers of this Corporation, which shall be elected for a period of one (1) year, with the option to be re-elected for another one-year term.

- Special meetings of the members of this Corporation may be held at such time and place as the President or Board of Directors may direct.
- Special meetings may also be called by the Secretary-Treasurer of this Corporation, upon being requested to do so, in writing, by not less than (50) members of this Corporation, in good standing, which meeting shall be called in the same manner as those called by the President hereof.

XII.

The President shall be compensated, and the amount of compensation shall be determined by the Board of Directors. The Vice President of this Corporation shall serve with out compensation. The Secretary-Treasurer, and the accounting firm for this Corporation shall be hired by the Board of Directors, and shall be paid such salary as the Board of Directors shall determine and said Secretary-Treasurer shall maintain an office for the purpose of conduction the business of this Corporation, at such place as best suits his or her convenience, subject to the approval of the Board of Directors.

XIII.

These Articles may be amended at any regular meeting of this corporation, or at a Special Meeting called for that purpose only, by a two-thirds (2/3) vote of a quorum. The Secretary-Treasurer shall mail a notice of said meeting to all members of the Corporation at their last known address, along with the proposed Amendment to the Articles of Incorporation, at least thirty (30) days before the meeting called for the purpose of voting thereon or notice in the Iowa Angus News is given at least thirty (30) days prior to meeting.

XIV.

Twenty-five (25) members of the Corporation shall constitute a quorum at any regular or special meeting. Seven officers and directors shall constitute a quorum at any Board of Directors meeting.

XV.

No member of this corporation a such, shall contract any debts or obligations in the name of this Corporation, and no officer of this Corporation shall incur any liabilities in the name of this Corporation without authorization of the Board of Directors, except in the ordinary course of business of this Corporation, and no member of this Corporation shall be, or become liable for any debts or obligations of this Corporation, which may be incurred or suffered in due course of the business of this Corporation.

XVI.

Voting by members of this Corporation at any Annual or Special Meeting shall be only by the said members being present and voting in person, and no member can confer, by proxy, or otherwise, upon any other person, the right to vote in his/her name or place at any Annual or Special Meeting. There shall be only one vote per membership. In order to vote the membership must be in a current status as to fees with the association.

XVII.

This Corporation shall have no corporate seal.

XVIII.

The principle place of business, and registered office of this corporation shall be, 804 Kale Rd, Boone, IA 50036 or such other place as designated by the Board of Directors of Said Corporation, due notice of such change having been given at least thirty (30) days prior to a meeting. The office of Secretary-Treasurer may be maintained at any place in the State of Iowa, subject to the approval of the Board of Directors. The registered agents of this Corporation shall be Zach and Lauren Britton.

XIX.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore and hereby amended; have been duly adopted as required by law; and supersede the original Articles of Incorporation and all Amendments thereto.

Board Approved February 11, 2022

*Attest:* Lauren Britton, Secretary

