



August 23, 2019

Dear Red Devon USA Members,

So far 2019 has been an exciting year for Red Devon USA! As head of the registry committee it was great to be involved with the transition to NCBE. Becky Miller of NCBE has been awesome to work with and has spent a lot of time getting everything up and running. Despite a few software bugs at the beginning, I am pleased to say that NCBE is providing us with top notch registry services. Along with the change in registry service providers, the Registry Committee and Board of Directors have been working on updating the association bylaws. The bylaws need periodical updates to keep them current and address any issues that come up. A document addressing the proposed changes is included with this letter and the full bylaws will be posted on the RDUSA website. To request a hard copy of the bylaws please contact Becky Miller within 48 hours.

In addition to the basic information updates, a provision authorizing a Devon Hybrid Registry has been added to the bylaws at the request of the membership. The Board of Directors believes that offering a registry service for Devon cross animals will help to promote the breed to commercial breeders and increase demand for and interest in the breed. The animals in the DHR will be offspring of at least one registered parent and none of the animals will ever be eligible for registration as purebreds, it is NOT a breed up program.

The Board of Directors has unanimously approved the changes to the bylaws. According to the bylaws, you the members are responsible to approve the changes made by the board. Please return the enclosed ballot by September 26th with your vote. Feel free to contact Becky or myself with any questions.

On behalf of my fellow Board and Registry Committee members, I thank you for your support of this great organization and ask for your vote to help us keep RDUSA running smoothly.

David Fell
Abiding Acres Farm
Vice President, Red Devon USA
RDUSA Registry Committee Chairman
262-949-5777

RED DEVON USA

Handbook

Handbook for Devon Breeders

RED DEVON USA

Breeder Handbook

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RED DEVON USA (RDUSA) has compiled this “Breeder Handbook” to assist its members in the raising and registering of Devon cattle. The RDUSA Board of Directors has adopted these guidelines pursuant to the authority of the Associations Bylaws. This book contains our Articles of Incorporation, our association Bylaws, our association rules as well as some valuable reference material. All RDUSA members are compelled to understand, apply and abide by these rules in order to help promote the Devon breed and assure its purity.

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Red Devon USA

Articles of Incorporation and Bylaws

ARTICLES OF INCORPORATION

RED DEVON USA

ARTICLE 1 - DESCRIPTION; PURPOSE; OFFICE; RECORDS; etc.

Section 1.1. The Association. RED DEVON USA (herein as well as elsewhere, either the “Association” or “RDUSA”) is a Massachusetts not for profit Association organized under M.G.L. c.180. For the purposes of these By-laws, the term “Association” shall mean and include the Association.

Section 1.2 Purpose. The Association’s purpose(s) shall be:

1. To encourage the breeding and marketing of Devon cattle.
2. To educate the cattle industry and the public on the benefits and advantages of Devon cattle.
3. To engage in, assist and contribute to the support of exclusively educational, scientific, literary and charitable activities and projects.
4. To dispose of any and all of the corporation’s assets and property to or for the benefit of any corporation, organization, fund or foundation operated exclusively for charitable purposes.
5. To make and award, without limitation as to amount to any one recipient or to all recipients, donations, gifts, contributions, scholarships, grants, fellowships and loans from the income, assets and property exclusively for educational, scientific, literary and charitable purposes.
6. To continue as a corporation under its corporate name in perpetuity.

Section 1.3 Principal Office. The principal office of the Association shall be designated by the board of directors.

Section 1.3 a. In 2013, the Board established the Association Principal Office at 2983 US Highway 84, Dixie, GA 31629.

Section 1.3 b. In 2018, the Board established the Association Principal Office at 11700 NW Plaza Circle Kansas City, MO 64153

Section 1.4 Registered Agent. The Association shall continuously maintain a Registered Agent in The Commonwealth of Massachusetts. The Registered Agent will be designated by the board of directors. In the event that no Registered Agent is designated, the Resident Agent shall be the Association’s Clerk.

Section 1.5 Records. Books, accounts, documents and records of the Association shall be open to inspection by any director at all times during the usual hours of business. The original, or attested copies, of the articles of organization and the by-laws (as amended from time to time) and records of all meetings of the directors shall be kept in Massachusetts at the principal office of the Association, or at an office of the Clerk or the resident agent of the Association. Said copies and records need not all be kept in the same office.

ARTICLES OF INCORPORATION AND BYLAWS

Section 1.6 Seal. The board of directors may adopt, alter or discontinue at its pleasure a corporate seal.

Section 1.7 Annual meeting. The membership of the Association will hold a meeting annually. The date and time and agenda of the meeting will be determined by the board of directors. The board may also schedule special meetings of the membership at its sole discretion. The president of the Association shall be the chairman of the annual meeting and determine the rules of conduct for the meeting subject to the approval of the board of directors. At least ten (10) regular members attending shall constitute a quorum for the purpose of electing directors, receiving reports from the officers of the Association.

ARTICLE 2 - MEMBERSHIP

The Corporation is to have members the categories, qualifications, and rights of the members shall be as set forth in the Bylaws and conferring, limited or denying the right to vote shall also be set forth in the Bylaws.

ARTICLE 3 - BOARD OF DIRECTORS

The policies and financial obligations of this corporation shall be supervised by a Board of Directors. There shall be a target number of nine (9) members of the Board of the Corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws.

Members of the Board serve for a three (3) year term, unless the Bylaws provide otherwise.

The initial Board members and their term expiration years (as of 9/1/13) are as follows:

Baron Buzhardt('13), Steve Campbell('14), Paul Colluci('13), Tom Cope('13), Roy Doan('15), Jeremy Engh('14), Gearld Fry('15), Kelly Heaton('13), Greg Hickl('14), Jeff Moore('14), Jacob Owens('15), Mike Scannell('13), Ted Stevens('14), Charlie Trantham('15), Pam Trent('14), Bill Walker('14), and Guille Yearwood('13).

During the 2013 election cycle, the RDUSA Board will be reduced from 17 to 13 members while the 2014 election cycle will result in a further reduction to the final target of 9 members.

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BYLAWS OF RED DEVON USA

The following Bylaws were adopted on 9/9/2013, and effective the sooner of 11/1/13 or upon approval of the "Red Devon USA" name by the Commonwealth of Massachusetts. Revised August of 2019.

ARTICLE I

OFFICES, RECORDS, SEAL

1. Principal Office and Registered Agent.

The principal office of the Association shall be **11700 NW Plaza Circle Kansas City, MO 64153**, or at such other place within or outside The Commonwealth of Massachusetts as may be designated by the board of directors upon compliance with applicable law. The Association shall continuously maintain a Registered Agent in The Commonwealth of Massachusetts. The Registered Agent will be designated by the board of directors. In the event that no Registered Agent is designated, the Resident Agent shall be the Association's Clerk .

2. Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board of directors and each committee having any of the authority of the Board of Directors. The corporation shall keep at its registered office or principal office a record of the name and address of each director and of each member entitled to vote. All books and records of the corporation may be inspected by any members, or his agent or attorney, for any proper purpose at any reasonable time.

3. Seal. The board of directors may adopt, alter or discontinue at its pleasure a corporate seal.

ARTICLE II

PURPOSES

Purposes Stated in Articles.

The purpose of Red Devon USA is to maintain an accurate pureblood Devon registry, to preserve the purity of the breed, to disseminate general information to the membership, and to recruit new members through general promotional activities. The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation, as may be amended.

ARTICLE III

MEMBERSHIP

1. General. The membership of the corporation shall be unlimited in number, and shall be open to all persons, associations, corporations, partnerships, or other entities interested in Devon Cattle.

2. Classes. The membership of the corporation shall be divided into the following classes, each with the qualifications and rights herein set forth, and such other classes as may be established from time to time by the board of directors.

(a) Standard Membership. Any person interested in Devon cattle may qualify for membership in this corporation by delivered to the offices of the corporation a letter of application and a \$75.00 fee for membership. Members shall be Voting Members of the corporation and shall be eligible to vote in meetings of members and to qualify for becoming an officer or director of the corporation by having paid \$25.00 or more for registry services in the previous calendar year, or by having paid or prepaid \$25.00 of registry fees within the current calendar year, provided however that new standard members during their first calendar year of membership need not have paid any

registry fees in order to be voting members of the corporation. Only current dues-paying members will be allowed to vote. Should a standard member fail to communicate with the corporation office for a period of Twenty-four (24) consecutive months, their membership shall be considered to be in abeyance and the corporation shall be under no obligation to provide them with any notice or other service, provided however, any such life member whose membership is in abeyance may reactivate their membership by so informing the corporation in writing.

(b) Associate Membership. Any person with interest in Devon cattle, but not owning any interest in any Devon cattle, may qualify for Associate Membership in this corporation by delivering to the offices of the corporation a letter of application, along with a \$50.00 annual fee, and shall remain in good standing for so long as he pays an annual fee of \$50.00 per year on or before the anniversary date of his membership. Associate members shall be non-voting members and shall be ineligible to serve as officers or directors of the corporation.

(c) Junior Membership. Any person under the age of eighteen (18) years, interested in Devon cattle may qualify for junior membership in this corporation by delivering to the offices of the corporation a letter of application and a \$25.00 fee for junior membership. Any junior member may convert his junior membership into a life membership between his eighteenth and nineteenth birth dates by delivering to the offices of the corporation a letter requesting such conversion and a \$50.00 fee constituting the remainder of the lifetime membership fee. Junior members shall have all rights and privileges of lifetime members with the exceptions that they shall be nonvoting members and shall be ineligible to serve as an officer or director of the corporation.

(d) Honorary Membership. The board of directors may confer a lifetime honorary membership upon any person who, in the

opinion of the board, has rendered distinguished service in the promotion or improvement of Devon cattle. Honorary members shall be nonvoting members.

(e) Membership Termination/Suspension. The board of directors may choose with a majority vote to suspend or terminate the privileges of any member if it is decided that that member has knowingly falsified data, practiced business in any manner deemed unethical by the board of directors, been in violation of registry policy, or failed to pay dues or fees to the association.

3. Voting. Each herd shall be represented by one voting member and shall be entitled to one vote on each matter submitted to the members and one vote for Board of Director appointment. "Herd" qualification shall be defined as an active herd code, and not a membership purchased simply for voting purposes, as determined by the Board of Directors. If the Board of Directors feels that more than one vote is deemed appropriate for a herd/operation, an honorary membership may be bestowed upon one member of that operation. A voting member may vote either in person or by proxy, as defined by the RDUSA's current Election Committee protocol. Only current dues-paying members will be allowed to vote.

4. Registry Services. Members in good standing are expected to maintain accurate records and provide registrations on all Devon Cattle used for breeding purposes. Members doing this shall be referred to as, "In good Standing". Breeders guilty of the following infractions will have their registry privileges suspended or terminated and be subject to a \$100.00 fine per infraction,(subject to review by board of directors), and shall be referred to as ,"suspended" .

- a. Registering animals not meeting the breed standards.
- b. Falsification of records.
- c. Failure to adhere to the Associations genome policy. (DNA must be on file for all Devons used in AI and Embryo

Transfer and all animals registered after 6/1/2014)

- d. Not transferring animals within 60 days of sale.
- e. Selling impure stock as, "purebred" or, "registerable"

If at any time it becomes apparent that either, because of accident or intention, a registration has been issued to an animal whose purity is later determined to be questionable, the animal's registration shall be suspended and no further offspring of this animal will be allowed into the herd book after such date. A list of these animals suspended from the herd book shall be listed upon the website and in the handbook and the reasons for the animal's suspension shall be given.

The breeder of any suspended animal may have his membership and privileges suspended for up to 180 days by a 2/3 vote of the Board of Directors. During this time, the President and Board of Directors will review the evidence and determine the future status of the breeder's membership and registration privileges.

Registration certificates already issued by Red Devon USA shall be honored, in accordance with the law, provided that the animals conform to the breed standards. Owners of such animals will be notified, and the breeder of these offspring shall be strongly encouraged to satisfy the owners of the animals in regard to compensation.

Red Devon USA assumes no liability for the actions of its members but maintains that all its members are expected to act ethically and do business in accordance with the bylaws and the Red Devon USA handbook. Members failing to do so shall be excused from the association and their dues returned. Breeders found to have knowingly falsified data shall be excused from the association and their dues returned.

5. Registration Application whose Dam and Sire are not on file with Red Devon USA.

When an animal registration application is submitted to Red Devon USA for

admittance into the herdbook, the RDUSA President shall appoint an **three person** import committee to review the animal's application for admittance. Any member wishing to transfer the registration of a non-RDUSA Devon animal to the RDUSA herdbook must provide the import committee chairperson with a pedigree that extends 5 pure Devon preceding generations (being defined as each entry having a registered pure Devon Dam and Sire) back from the set date of 1/1/2013, contact information from the issuing organization, contact information for the breeder and owner of the animal, photographs of the animal sufficient to inspect the animal in regard to breed standards, and any other information requested to verify the animal's purity and accurate registration. This import committee will issue an opinion statement to the President, who will generate a motion for acceptance or denial amongst the BOD for inclusion of that particular animal. Members breeding animals to non-RDUSA registered animals assume the risk that these animals may or may not be permitted into the Red Devon USA herdbook.

6. Devon Hybrid Registry

- a. The Association is hereby authorized to maintain a separate registry devoted to the registration of percentage Devon animals.
- b. The purpose of the Devon Hybrid Registry is to encourage the use of purebred Devon animals in commercial herds and provide members with traceable pedigrees for crossbred animals.
- c. The Devon Hybrid Registry is not a breed-up program. Any animals (and their offspring) registered in the Devon Hybrid Registry shall not be eligible for registration as purebred.

7. Rules of the Devon Hybrid Registry

- a. The rules for participating in the Devon Hybrid Registry shall be set by the BOD and will be posted on the association website and in the Red Devon

USA handbook. Changes to the rules shall be made by a 2/3 majority of the BOD.

ARTICLE IV

MEETINGS OF MEMBERS

1. Place of Annual Meeting. The annual meeting of the members shall be held at such place within or without the Commonwealth of Massachusetts as may from time to time be designated by resolution of the President of the corporation.

2. Time and Purpose of Annual Meeting. The annual meeting of the members shall be held at a time designated by the board of directors at which meeting the members shall elect a board of directors and transact such other business as may properly be brought before the meeting.

3. Special meetings of the members may be held at any time and for any purpose or purposes at such place within or without the state of Massachusetts as may be designated from time to time by resolutions of the board of directors. Special meetings may be called by the president or by the board of directors or by one-third of all of the members of the corporation. The "call" and the "notice" of any such meeting shall be deemed to be synonymous.

4. Consent of Members in Lieu of Meeting. Any action required to be taken or which may be taken at a meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof. The Executive Secretary shall file such consents with the minutes of the meetings of the members.

5. Notice. Written or printed notice of all meetings stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called shall be

delivered not less than five nor more than forty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or Executive Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

6. Waiver of Notice. Whenever any notice is required to be given under the provisions of these bylaws, or of the articles of incorporation or of any law, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. To the extent permitted by law, attendance of a member at any meeting shall constitute a waiver of notice of such meeting.

7. Quorum. Except as otherwise may be provided by law or by the articles of incorporation, a majority of the members entitled to vote there at, present in person or by proxy, shall constitute a quorum for the transaction of business at all meetings of the members. Every decision of a majority of 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 articles of incorporation or by these bylaws. If, however, such quorum should not be present at any meeting, the members present and entitled to vote shall have power successively to adjourn the meeting, without notice to any member other than announcement at the meeting to a specified date not longer than ninety (90) days after such adjournment. At any subsequent session of the meeting at which a quorum is present in person or by proxy any business may be transacted with could have been transacted at the initial session of the meeting if a quorum had been present.

ARTICLE V

DIRECTORS

1. In General. The property and affairs of the corporation shall be managed by the board of directors of the corporation.

The board of directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to manage the business and affairs of the corporation, to do or cause to be done any and all lawful things for and on behalf of the 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 the board of directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a not-for-profit corporation organized under the laws of the Commonwealth of Massachusetts, and all income and property of the corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the corporation.

2. Number; Qualifications. The directors of the corporation shall be nine (9) in number. The number of directors may be increased or decreased by amendment to the bylaws, in accordance with the articles of incorporation and the applicable laws of the Commonwealth of Massachusetts. Directors shall be selected on the following criteria: (a) past active participation as a member (1 YEAR MINIMUM) and the desire and ability to participate in activities as a director and breeder; (b) Listed as, "in good standing" with the Association for not less than one year ; (c) the ability to represent the breed standards to the public.

3. Election and Terms of Office. The directors in office on the date of the adoption of these bylaws shall continue in office for the remainder of their

present terms unless sooner removed in the manner provided by law. At the first annual meeting of the members of this corporation next following the adoption of these bylaws and at each annual meeting thereafter, the membership shall elect from among their members a number of directors that results in a 2013/2014 Board member reduction from 17 to 13, and a 2014/2015 Board member reduction from 13 to the final target of 9 Board members. Thereafter, the members shall elect from among their members a number of directors that results in an equal to one-third the number of directors constituting the entire board of directors, to replace the directors whose terms of office expire on the occurrence of said annual meeting of the membership. Each director so elected shall hold office for a period of one (1) to three (3) years and until his successor is duly elected and commences his term of office.

4. Commencement of Term of Office. A director shall be deemed to be elected at the time of his election by the members but he shall not be deemed to have commenced his term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the board of directors at a meeting thereof or otherwise.

5. Vacancies. Vacancies in the membership of the board of directors resulting from any cause, including an increase in the number of members of the board of directors, shall be filled by a majority vote of the remaining members of the board of directors at their next regular meeting or at a special meeting called for that purpose. A member appointed to fill the vacancy created by any reason other than an increase in the number of members of the board of directors shall serve for the unexpired term of his predecessor in office and until his successor has been elected and qualified. A member appointed because of an increase in the number of the board of directors shall

serve for the term for which appointed, and until his successor shall have been elected and qualified.

6. Compensation. No member of the board of directors shall receive compensation for any service he may perform as a member of the board of directors of the corporation.

7. Indemnification and Liability of Directors and Officers. Each person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the Commonwealth of Massachusetts, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the corporation or, if serving at the request of the corporation, as a director or officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other bylaw or under any agreement, vote of stockholders or disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different person or classes of persons.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation or of any other corporation which he serves as a director or officer at the request of the corporation, if such person (i) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or (ii) took or omitted

to take such action in reliance upon advice of counsel for the corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, employees or agents of the corporation, or of such other corporation, which he had no reasonable grounds to disbelieve.

8. Meetings. All meetings of the board of directors may be held at any place within or without the Commonwealth of Massachusetts, as designated in the call or notice of said meeting.

9. Annual Meetings. The annual meeting of the board of directors shall be held in such location as, on the same date as, and immediately following the annual meeting of the membership of the corporation.

10. Regular Meetings - Notice. Regular meetings of the board of directors, if held, shall be with or without notice at such time or times and place or places either within or without the Commonwealth of Massachusetts shall from time to time be fixed by resolution of the board of directors. Any business may be transacted at a regular meeting.

11. Special Meetings. Special meetings of the board of directors may be called by the president, or upon the written request of any three (3) members of the board of directors, by giving five (50) days' notice of such meeting to each member of the board of directors, either personally or by mail, stating the time, place and purposes of any such meeting.

12. Waiver of Notice. Any notice required to be given to the members of the board of directors under the provisions of these bylaws, the articles of incorporation of the corporation or of any law may be waived in writing by any of them whether before, at or after the time stated therein. Attendance of any member at any meeting of the board of directors shall constitute a waiver of notice of such meeting except where a member attends for the express purpose, and so states at the opening of

the meeting, of objecting to the transaction of any business thereat because the meeting is not lawfully called or convened.

13. Quorum. At all meetings of the board of directors, a majority of the whole board shall constitute a quorum for the transaction of business, and the act of the majority of the members present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law, by the articles of incorporation or by these bylaws, shall be the act of the board of directors.

14. Action without a Meeting. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors. The consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The Executive Secretary shall file such consents with the minutes of the meetings of the board of directors.

15. Resignation. Any member of the board of directors may resign at any time by giving written notice thereof to the remaining members of the board of directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

16. Absence of Personal Liability. The directors of the corporation are not individually or personally liable for the debts, liabilities or obligations of the corporation.

17. Code of Conduct. Officers of the corporation are expected to behave in a manner appropriate to the stature of the office held. Any officer who violates this policy may be removed by a majority vote of the Board of Directors.

ARTICLE VI

OFFICERS

1. General. The officers of the corporation shall consist of a President, a Vice-President, an Executive Secretary, and a Treasurer and may include one or more assistant secretaries or assistant treasurers. A person must own Devon cattle and have all their dues paid in full to qualify for office. The president and vice-president shall be members of the board of directors and shall be elected each year by the members of the board of directors at the annual meeting thereof. To qualify for the position of President or Vice-President a member must have served on the board of Directors for no less than one year. No person may serve more than two consecutive terms as president of the corporation. The Executive Secretary, Treasurer and any assistant secretaries or assistant treasurers may be, but need not be, members of the board of directors. All officers shall be elected by the vote of the board of directors at the annual meeting thereof.

2. Removal. Any officer so elected by the board of directors may be removed by a majority vote of said board at any regular meeting or special meeting called for that purpose, at which a quorum is present, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3. Compensation. No officer shall receive compensation for any services that he may render to the corporation in his capacity as such officer. Salaries and compensation of all agents and employees of the corporation 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.

4. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the corporation shall be filled by a majority

vote of the board of directors at any regular or special meeting thereof, and such person so elected to fill any such vacancy shall serve at the pleasure of the board for the unexpired term of his predecessor in office, and until his successor is duly elected and qualified.

5. Delegation of Authority. The board of directors may from time to time delegate the functions, duties and responsibilities of any officer to any other officer or to any agent or employee of the corporation or other responsible person; provided, that in the event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power or responsibility.

6. President. The president shall be the chief executive officer of the corporation and shall have general and active management of the affairs of the corporation, subject to the directions of the board of directors, and shall preside at all meetings of the members and the board of directors. He may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the corporation, and he may cause the seal to be affixed thereto and may execute all other instruments for, in the name of and on behalf of this corporation. He shall sign all certificates of membership. The president shall submit to the members annually at their annual meeting a report of the status of the corporation and of its activities during the preceding year. The president shall have such other and further duties and authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors. The President shall serve no more than 2 consecutive terms.

7. Vice-President. The vice-president shall, in the absence, disability or inability, to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or

the president shall from time to time prescribed.

8. Executive Secretary. The Executive Secretary shall attend all meetings of the members and of the board of directors, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The executive secretary shall perform like duties for the standing committees and special committees when requested by such committees to do so, and shall keep in safe custody the seal of the corporation and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, shall attest the same by signature.

It shall be the principal responsibility of the Executive Secretary to give or cause to be given notice of all meetings of the board of directors and the members, but this shall not lessen the authority of others to give such notice as provided in these bylaws.

The Executive Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have and perform such other duties, authorities and responsibilities as may be prescribed from time to time by the board of directors or the president.

9. Treasurer. The treasurer shall have the ultimate responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept a full and accurate account of all receipts and disbursements in books belonging to the corporation. He shall keep or cause to be kept all other books of account and accounting records of the corporation as shall be necessary, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The treasurer shall collect, or cause to be collected, all registration, transfer and membership

fees and shall disburse, or cause to be disbursed, the funds of the corporation, as may be ordered or authorized generally, by the board of directors, and shall render to the president of the corporation and the board of directors, whenever requested, an account of all transactions as treasurer and of those under his jurisdiction and the financial condition of the corporation. In addition, the treasurer shall make an annual report to the membership.

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

10. Registrar. The registrar shall perform all the duties of maintaining accurate records on the breed. The registrar shall be responsible for storing, billing, and mailing registration paperwork to the members, holding members to the breed standards, registration policies, and genome policy set forth by the association, and keeping the board of directors informed with monthly reports. The registrar shall sign all registration certificates issued by the organization.

ARTICLE VII

COMMITTEES

1. General. The board of directors or the president of the corporation may from time to time appoint and designate such committees, and the members thereof, as may be necessary or appropriate properly to administer any activities and program of the corporation. The terms of all committee members shall expire as of the date of the first meeting of the board of directors following the annual meeting of the members. The committees shall have such powers and authorities as may be granted to them by the board of directors.

2. Nominating Committee. The president shall appoint a nominating committee

from among the voting members of the corporation at least sixty (60) days prior to the date of the annual meeting of the members of the corporation and said committee shall select from among the voting members of the corporation a slate of nominees for the directorships whose incumbents' terms expire at said annual meeting of the membership. Said slate of nominees shall be submitted to the membership of the corporation at the annual meeting thereof for their consideration, along with nominations from the floor, in electing members to membership on the board of directors. The nominating committee must approve any nominations from the floor before the voting begins.

ARTICLE VIII

1. Depository and Checks. The monies of the corporation shall be deposited in such manner, in such banks or trust companies, and may be withdrawn in such manner, as the board of directors may direct or designate.

2. Bond. Any officer or employee handling money or securities of the corporation may be bonded at the corporations' expense in such amount as may be determined by the board of directors.

3. Fiscal Year. The fiscal year of the corporation shall be such as may be designated from time to time by the board of directors. Until so changed by the board of directors, the fiscal year of the corporation shall be the calendar year.

ARTICLE IX

AMENDMENTS

The bylaws of the corporation may from time to time be altered or amended in any respect or repealed in whole or in part by a 2/3 majority vote of the membership responding in writing to a requested change. In this case, the 2/3 majority will constitute a 2/3 majority of the voting members responding to a proposed bylaw change sent in writing from the Association, within 30 days of the bylaw change request date. The bylaw change request date can be no

earlier than the postmark date of the written change request sent to the membership. In like manner, the bylaws may be amended by the 2/3 majority vote of those present at any annual or special meeting of the members at which not less than one half of all members are present.

The Red Devon USA “Guidance for Devon Breeders”, however, may from time to time be altered or amended by a 2/3 vote of the Board.