

BYLAWS
OF
RED WATTLE HOG ASSOCIATION

Article I
Registered Office

The registered office of the Corporation required by the Revised Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with chapter 504, Iowa Code, the Revised Iowa Nonprofit Corporation Act.

Article II
Membership

The Corporation shall consist of no Corporation interest holding members and the sole control of the Corporation shall be vested in the Board of Directors of the Corporation. However, members of the corporation shall be obligated and have only the rights outlined in the following:

Section A. Membership. Membership is annual, running from March 31 to March 31. Organizations, entities, and or persons who join after March 31 has passed for the then calendar year will only have a membership, and a vote as outlined herein, that expires March 31 of the immediately following calendar year. There is no "grace period."

Section B. Membership Conditions. As a condition of membership in the Corporation's association of members, each member shall agree to conform to and abide by these Bylaws, and any other Rules and regulations of the Corporation and amendments or modifications thereto, which may from time to time be adopted by the Board of Directors.

Section C. Membership Criteria. Anyone may become a member by presenting application with required dues to the Secretary/Treasurer.

Section D. Membership Voting. Only active single memberships in good standing will be entitled to one vote on any matter submitted for vote of by the Board of Directors; each active Family/Farm membership in good standing will be entitled to two votes. An affirmative vote of majority of voting members is required for approval of any action or decision that requires a vote of the membership as set forth in these Bylaws.

Section E. Complaints. Complaints concerning infractions(s) of breed standards, breed registration rules, bylaws or conflicts of interest must be documented by the complainant and submitted in detail and in writing via email or USPS. Such complaints will be considered by the Board as in Article II, Section F.

- 1) Conflicts of interest shall include but not be limited to:
- a. Subverting any of RWHA Mission, Article X
 - b. Causing harm to member(s), RWHA or Corporation
 - c. Detrimental conduct and dishonest dealings.
 - d. Public defamation of other members

Section F. Membership Cancellation. The Corporation reserves the right to cancel or refuse privileges reserved to members (including honorary members as defined in "Section G." below) upon the written complaint of any member in good standing and with the approval of a majority of the Board

of Directors. For the avoidance of doubt, each Director comprising the Board of Directors, when the position is held by a person who also holds another Board of Directors position (IE: the President and Treasurer are the same person), shall be entitled one vote per Director (IE: if the President and the Treasurer are the same person that person would have one Board of Director vote as opposed to two).

2) In the event the board finds a member or group of members violating Article II Section E 1) (Conflict of interest):

- a. The board will present evidence of infractions
- b. hold a vote to determine if member(s) are in violation.
- c. If in Article II Section F 2b. the member is violation, the board will vote to either reprimand or find the member(s) to no longer be in good standing and vote to cancel membership.
- d. If in Article II Section F c. the board has voted to cancel membership, the member(s) in question may inform the board in writing, within 7 days of the finding, a demand for membership vote to permit the member(s) to maintain membership status. A membership vote will be held within 30 days of receiving the complaint.
- e. A major majority of 60% or above of membership must agree to permit the member(s) in question to stay in the association.

Section G. Honorary Memberships. Those individuals who, in the opinion of the Board of Directors have exhibited outstanding long-term service to the Corporation may be granted lifetime honorary membership by unanimous vote by the members of the Board of Directors present and voting at any regular or special meeting. Honorary members have all the rights and responsibilities of regular members but shall not be required to pay membership dues.

Article III **Board of Directors and Officers**

Section A. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors made of "Officers" that shall consist of a "President, Vice President, Secretary/Treasurer, and two Board Members at Large." Any two or more offices may be held by the same person. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section B. Election And Term of Office. The initial number of directors shall be five (5) and such number may be changed by amendment to these bylaws by a majority vote of the Board of Directors. The Officers of the Corporation shall be voted on annually by the members, as outlined in Article II. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be with proper notice of a vote being distributed. President, Vice President, Secretary/Treasurer shall be elected from the membership to serve three (3) year terms alternating the years of election so only one new officer is elected annually. Board Members at Large will be elected from the membership to a one (1) year term. Elected Officers shall serve until his or her successor have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. For the avoidance of doubt, each Officer may serve more than one consecutive term if so elected. Election or appointment of an Officer or agent shall not of itself create contract rights in any Corporation asset.

Section C. Removal. Any Officer or agent elected by members or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Membership may request a recall election of a board member by filing a formal complaint with any Board member and signed by 15 members in good standing. A recall election will be conducted with member rights as stated in Article II, Section D. Any board action to remove a director or to approve a matter which would require approval by the members if the corporation had members shall not be valid unless each director is given at least seven days' written notice that the matter will be voted upon at a Board of Directors' meeting or unless notice is waived pursuant to the Revised Iowa Nonprofit Corporation Act.

Section D. Resignation. Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the remaining Board of Directors for the unexpired portion of the term choosing from within or from qualified membership by a majority vote of the Board of Directors. If a vacancy is created and the officer is not up for election in the next election cycle, a special election must be held to replace the vacant seat within 90 days of the vacancy. New offices may be created and filled at any meeting of the Board of Directors upon proper notice of a vote being distributed and upon majority vote of the Board of Directors at such a meeting.

Section F. President. The President shall be the principal executive officer of the Corporation and, subject to the general powers of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors and shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section G. Vice President. The Vice President shall perform the duties of the President in the event of the President's absence, death, inability or refusal to act. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President; and in addition, thereto, shall perform such other duties as may be assigned by the President or by the Board of Directors, or as may be prescribed by the Bylaws.

Section H. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) have general charge of the books of the Corporation; and (e) 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 I. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section J. Technical Advisor and Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed to be assistant, or as to which appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors. The Technical Advisor position shall be filled by a "Master Breeder" as designated by the American Livestock Breeds Conservancy. This position shall be for a term of three (3) years. The term Master Breeder will remain in the RWHA by-laws as designated and defined by the American Livestock Breeds conservancy.

Section K. Compensation. The Board of Directors, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, Officers, or otherwise. By resolution of the Board of Directors the Directors may be paid their expenses, if any, of attendance at each meeting of the Board.

Section L. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw at a time and date selected by the Board of Directors on an annual basis for the transaction of any other business. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution.

Section M. Special Meetings. Upon proper notice to the members, special meetings of the Board of Directors may be called by or at the request of the President or any two Officers. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by such person or persons.

Section N. Notice. Notice shall be given for any special meeting of the Board of Directors to each Director stating the date, time and place of the meeting. Such notice shall be given at least one day prior thereto in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of two days after deposit in the United States mail addressed to the Director's address as shown on the Corporation's records with postage thereon prepaid or upon receipt. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section O. Conduct of Meeting. All Directors, to the extent possible, shall personally attend regular and special meetings of the Board of Directors. However, any Director may participate in any regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law or these Bylaws.

Section P. Quorum. A majority of the number of the duly elected and qualified Directors shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section Q. Manner Of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section R. Presumption Of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of such Director shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section S. Action Without a Meeting. Unless prohibited by the Revised Iowa Nonprofit Corporation Act any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee of Directors, as the case may be, entitled to vote with respect to the subject matter thereof.

Article IV Committees

Section A. Permanent And Temporary Committees. The Board of Directors may establish such permanent and/or temporary committees as it deems necessary and proper.

Section B. Executive Committee. The Board of Directors by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles Of Incorporation, adopting a plan of merger or consolidation, a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

Section C. Tenure And Qualifications. Each member of each Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of such Committee and is elected and qualified.

Section D. Meetings. Regular meetings of each Committee may be held without notice at such times and places as each Committee may fix from time to time by resolution. Special meetings of each Committee may be called by any member thereof upon not less than two days notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of each Committee at his or her address designated to the Corporation. Any member of a Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a Committee need not state the business proposed to be transacted at the meeting.

Section E. Quorum. A majority of the members of a Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of a Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section F. Action Without a Meeting. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the members of such Committee.

Section G. Vacancies. Any vacancy in a Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section H. Resignations and Removal. Any member of a Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a Committee may resign from such Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section I. Procedure. Each Committee shall elect a presiding officer from its members and may fix its own rules or procedures which shall not be inconsistent with these Bylaws.

Article V **Indemnification**

The Corporation shall indemnify each of its Directors and Officers, whether or not then in office, against all reasonable expenses actually and necessarily occurred, including, but not limited to, judgments, costs and counsel fees. An officer or director shall have no right to reimbursement, however, in relation to matters as to which the officer or director has been adjudged liable to the Corporation for negligence or misconduct in the performance of duty. The right to indemnify for expenses shall also apply to expenses of suits which are compromised or settled if the Court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such officer or director may be entitled under the Revised Iowa Nonprofit Corporation Act or any amendment thereto.

Article VI
Written Instruments, Loans and Deposits

Section A. Written Instruments. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its name by any Officer and attested by any Officer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any Officer.

Section B. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section D. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section E. Directors' Contracts. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of such person or any firm or corporation in which such person may be in any way interested.

Article VII
Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.

Article VIII
Corporate Seal

This Corporation shall not have a corporate seal.

Article IX
Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Articles of Incorporation, Bylaws, or the Revised Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X
Mission Statement

The Red Wattle Hog Association is a nonprofit organization that:

- (a) Encourages community support for Red Wattle Hog production, up through and including the involvement of individual hog producers and hog production entities throughout the nation.
- (b) Works in cooperation with Red Wattle Hog producers throughout the nation in promoting and advancing hog production and breeding stock throughout the nation.
- (c) Enlists the financial and operational support of individuals, corporations, foundations and any public governmental entity or instrumentality in the development of new Red Wattle Hog producers throughout the nation and in and for the State of Iowa.
- (d) Education and encouragement of the membership and the public on the advantages of the Red Wattle Hog breed.
- (e) Performs any and all acts which are proper for an organization exempt from tax under Section 501(a) of the Internal Revenue Code of 1986 and which are reasonably necessary to accomplish its exempt purposes.
- (f) Maintains an official registry of Red Wattle Hogs that have met a minimum set of standards and rules for registration as determined by the board of directors.

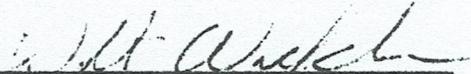
Article XI
Amendments

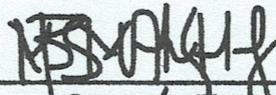
These Bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors and must be ratified by an affirmative majority vote of voting membership in good standing, however, that the power of the Board of Directors to alter, amend or repeal may be expressly limited in the Articles of Incorporation.

The foregoing are the Bylaws of Red Wattle Hog Association, duly adopted by the Board of Directors of said Corporation on June 11, 2022.

RED WATTLE HOG ASSOCIATION

By 
President

By 
Vice President

By 
Secretary/Treasurer