

.

NORTH AMERICAN PIEDMONTESE ASSOCIATION

BY-LAWS

AUGUST 1, 2008

BYLAWS
OF
THE NORTH AMERICAN PIEDMONTESE ASSOCIATION

AUGUST 1, 2008

ARTICLE I. NAME

The name of the Association shall be “The North American Piedmontese Association” (NAPA).

ARTICLE II. PURPOSE

The purpose of the Association shall be to register and to promote the fullblood Piedmontese cattle and the Naturalean cattle with one or two copies of the myostatin allele, through a non-profit membership corporation, which shall in no way compete commercially with breeders. To this end, the Association shall establish rules and policies for the registration of Piedmontese cattle, in two distinct categories [being Fullblood and Naturalean] and will establish and maintain a Herdbook of the highest integrity. A further purpose of the Association shall be to provide service to all Members in good standing, to assist their development and improvement of the Piedmontese breed, and to assist in the promotion of the breed.

ARTICLE III. OFFICES

The principal office of the Association shall be at Box 1915, Billings, Montana 59103. The Association may have such other offices as may from time to time be designated by the Board of Directors. In addition, there shall be an office for the registration of pedigrees with the location to be determined by the Board of Directors.

ARTICLE IV. MEMBERS

4.1 Classes of Membership. The Association shall have the following classes of membership:

4.1.1 Ordinary Members. Ordinary Members shall be those Members who reside in North America, (i.e., the United States of America and/or Canada) and have been invited to become Members of the Association and paid the requisite fee(s) required for membership.

4.1.2 Non-resident Members. Non-resident Members shall be those Members who do not reside in North America, whose membership has been approved by the Association Board of Directors and who have paid the requisite

fee(s) required for non-resident membership. Non-resident Members shall not hold office or be entitled to vote at any Association meeting.

4.2 Application for Membership. Application for membership shall be in writing and each applicant, on becoming a Member, shall be bound by the Association Bylaws and Amendments thereto and all other rules of the Association. The Association shall have the power to reject any application for membership. If an application is from a partnership or corporation, the application shall specify the individual(s) authorized to vote, sign, or act for the partnership or corporation.

4.2.1 Family Memberships. The immediate family (husband, wife, children) of an owner may use the same Herd Name/Herd Prefix if permission is granted in writing by the person who originally registered the Herd Name/Herd Prefix. If anyone in the family wishes to be individually listed as the owner of an animal on the registration certificate, they must pay for a membership and have tattoo letters for the purpose of registering animals.

4.3 Fees. Fees for each class of membership and the date of payment of dues shall be determined by the Board of Directors. Statements covering fee assessments owed by the Members shall be due when received. If an account is not paid within thirty (30) days from the due date, then the Member shall be delinquent and if the Board so determined, the Member shall no longer be considered "in good standing." Fees may be subject to change without notice.

4.4 Termination of Membership. A Member may resign at any time by giving written notice to the Board of intent to resign. The Board of Directors shall have full authority and discretion to suspend or expel any Member for the violation of these Bylaws or any rules duly adopted by the Board of Directors of the Association, or by reason of any conduct deemed by the Association to be prejudicial to its best interest. Prior to suspending or expelling a Member, the Board of Directors shall give not less than ten (10) days prior written notice of such suspension or expulsion to the Member, and the reasons for such action. A Member so expelled or suspended shall have the right to apply, after sixty (60) days, to the Board of Directors for reinstatement.

4.5 Transfer of Membership. A Member may not, without the consent of the Board of Directors, transfer his or her membership to another person or entity who has not been extended an invitation by the Board of Directors of the Association.

ARTICLE V. MEETINGS OF MEMBERS

5.1 Annual Meeting. The Board of Directors may call an Annual Meeting to be held once per year, at such time and place as designated by the Board of Directors, if they feel that such a meeting is necessary, and will benefit the Association. Notice of such a meeting shall be given no less than thirty (30) days in advance. In such case, the business to be transacted at such meeting shall be a report by the Officers of the Association on the activities and financial condition of the Association, other matters

specified in the notice of the meeting, and such other business as shall be properly brought before the meeting.

5.2 Special Meetings. A special meeting of the Members shall be held on the call of a majority of the members of the Board of Directors, or by the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting. Members desiring to call a special meeting shall sign, date and deliver to the Association's secretary one or more written requests for the special meeting describing the purpose or purposes for which such special meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special Members' meeting.

5.3 Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting. If no place is fixed by the Board of Directors, the meeting shall be held at the principal office of the Association.

5.4 Notice of Meetings; Waiver.

5.4.1 Notice. Notice of the date, time and place of each annual and special meeting of Members and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be given no fewer than thirty (30) days before the date of the meeting. Such notice shall be given in writing to the general membership, either via direct mailing or the official Association publication.

5.4.2 Waiver. A Member may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time stated in such notice. Except as provided in the next sentence, the waiver must be in writing, signed by the Member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the Association records. A Member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and (2) 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.

5.5 Record Date. The Board of Directors shall fix as the record date, for the determination of Members entitled to notice of a meeting of Members, to demand a special meeting, to vote or to take any other action, a date not more than sixty (60) days before the meeting or action requiring a determination of Members. If the Board of Directors fails to fix a record date for any meeting of Members, Members of record on the close of business on the business day next preceding the day on which notice is given

shall be entitled to notice and Members of record on the date of the meeting who are otherwise eligible to vote shall be entitled to vote.

5.6 Quorum; Adjournment. Once a Member is represented for any purpose at a meeting, the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

5.7 Voting. All Active Ordinary Members in good standing shall enjoy the right to vote, as herein prescribed. An “Active” Ordinary Member is an Ordinary Member that has completed a minimum of one transaction (animal registration or ownership transfer through the Association) within the twelve (12) months immediately prior to the date of voting. A Member in “good standing” is an Ordinary Member that is not in arrears of membership or other fee(s), and who is not under suspension by the Board of Directors.

5.7.1 Each Active Ordinary Member in good standing shall receive one (1) vote. In addition, each Active Ordinary Member in good standing shall receive one additional vote for every five (5) live, Association registered, fullblooded animals owned by the Ordinary Member at the time of the vote, and one additional vote for every ten (10) Association registered Naturalean animals owned by the Ordinary Member at the time of the vote, with a maximum of 20 additional votes, so as to equal a possible maximum of 21 votes by any one Ordinary Member.

5.7.2 In the case of family memberships, where permission has been granted to use the same Herd Name (see Article 4.2.1), the initial membership holder may authorize and designate a per cent of the maximum total vote-value accredited to that membership at the time of record (see Article 5.5) to one or more immediate family members. Such percentages must be designated in writing, at the same time as the permission is granted as in Article 4.2.1.

5.8 Action Without Meeting. Action required or permitted by the Bylaws to be taken at a meeting of Members may be taken without a meeting. If all Members entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes of Ordinary Members that would be necessary to authorize or take such action at a meeting is the act of the Members. The action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each Member entitled to vote on the action, indicating such signing Member’s vote or abstention on the action, and delivered to the Association for including in the minutes or for filing with the Association records. In addition to the foregoing, the annual election of Directors, as provided in Sections 6.1.2 and 6.2 herein, shall be implemented by mail-in vote, with all Active Ordinary Members to receive ballots.

ARTICLE VI. DIRECTORS

6.1 Directors. The affairs of the Association shall be conducted by a seven (7) member Board of Directors, who shall be elected or appointed as herein described; with a maximum of two (2) Directors from any one State, and one (1) from Canada, at any one time.

6.1.1 Any Active Ordinary Member in good standing, who owns a minimum number of five (5) live, Association registered animals, shall be eligible to hold office on the Board of Directors.

6.1.2 Elections shall be conducted by mail-in ballots which shall be mailed no later than September 15th of each year and counted on December 5th of each year. The seven members of the Board of Directors shall rotate in the following fashion.

6.1.2.1 Elected terms are for three (3) years; terms commencing January 1. Three (3) Directors' term positions shall commence January 1, 2008. Two (2) Directors' term positions shall commence January 1, 2009 and two (2) Directors' term positions shall commence January 1, 2010 and so on.

6.1.2.2 Despite the expiration of a Director's term, such Director shall continue to serve until a successor is elected and qualified or until there is a decrease in the number of Directors.

6.1.3 No one person may serve more than three consecutive terms (nine (9) years) on the Board of Directors. Any such person holding three consecutive terms on the Board of Directors shall again be eligible for re-election after a one-year absence from the Board of Directors.

6.2 Elections of Directors. Election to the Association Board of Directors shall be conducted completely by mail-in ballots, to be mailed no later than September 15th of each year, and counted on December 5th of each year. The names of all elected Directors shall be reported to the membership by direct correspondence or via the official Association publication by December 20th of that year. Terms for Directors shall commence on January 1 of each year.

6.2.1 Nominations for position of Director shall be received by the Executive Director, in writing, from any Active Ordinary Member in good standing, with one such Member as the nominator, and another such Member signing as the "second" to the nomination. Only Active Ordinary Members in good standing, with current ownership records of five (5) live Association registered animals shall be eligible to serve as a Director. Such nominations in writing must be received by the Executive Director by September 1 of each year to be included in that year's election process. Such nominations may be made to

the Executive Director via facsimile, or by scanned signed form via electronic mail. The Executive Director shall confirm the acceptance of nomination with said nominee in writing.

6.2.2 The Board of Directors, or any single member of it, may make nominations to the Board, by September 10 of each year, such nominations to be verified by the Executive Director as stated in Paragraph 6.2.1 above.

6.2.3 A voting list of all eligible Director candidates shall be mailed to each Ordinary Member eligible to vote, together with the private voting ballot papers, postmarked by September 15 of each year. Eligible candidates will include all those as properly nominated, as well as current Directors willing and eligible to stand again for office.

6.2.4 All votes shall be counted, and compared to a current master-list of Ordinary Members and their animal registrations at that date, in order to determine “vote values” as described in Paragraph 5.7.1. Vote shall be tabulated by the Association President or someone appointed by him, with the assistance of two (2) scrutinizers previously appointed by the Board of Directors. Any tie between candidates shall be settled by a vote of the Board of Directors.

6.3 Mail-in Ballots. Election to the Board of Directors will be conducted completely by mail-in ballots. Voting shall be conducted by closed voting paper to be sent to all Ordinary Members in good standing, mailed by the Executive Director of the Association postmarked by September 15th of each year. It shall be the obligation of the Ordinary Member to return the original ballot to the Executive Director postmarked by October 30th of that year. The Executive Director shall collect all such returned ballots, and hold them for the official counting which will be conducted on December 5th of that year. Any ballots not received by December 4th, or those postmarked after October 30th of that year, shall not be counted.

6.3.1 There shall be a maximum number of two (2) Directors on the Board from any one State and one (1) from Canada, at any time. Nominations will only be accepted for persons from those States and/or Canada that do not have a current, unexpiring position on the Board of Directors.

6.3.2 In the event that more than one person is nominated from the same State and/or Canada, the person receiving the higher number of votes shall be eligible for election, subject to the vote standings of other nominees.

6.4 Vacancies. The Board of Directors may fill any vacancies on the Board, as they see fit, to serve until the next election.

6.5 Absence of Directors. The Board of Directors may declare a vacancy in the office of any Director who is absent for a period of one year or more from duly called Board of Director Meetings, without just cause as shall be determined by the Board. Prior to declaring the vacancy, the Board shall cause the Executive Director to provide at

least 30 days notice by certified mail, return receipt requested, to the absent Director that the Director's office shall be declared vacant, unless the Director show just cause why the position should not be declared vacant. Upon a determination by the Board of Directors that the said Director should be declared vacant, the Board of Directors shall then fill the vacancy as described in Paragraph 6.4.

6.6 Regular Meetings. A regular Board Meeting shall be held without notice immediately after and at the same place as the annual meeting of Members. By resolution, the Board may provide the time and place for holding additional regular meetings without other notice than such resolution.

6.7 Special Meetings. Special meetings of the Board may be called by the President on seven (7) days notice to each Director, either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two or more Directors. Except as otherwise provided by the Association Bylaws or Articles of Incorporation, neither the business to be transacted, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

6.8 Quorum. At meetings of the Board, a majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. 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, except as otherwise specifically provided by these Bylaws or the Articles of Incorporation of the Association. If a quorum is not present at a meeting of the Board, the Directors present may adjourn the meeting from time to time, without further notice other than announcements at the meeting, until a quorum is present.

6.9 Action By Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if they consent in writing, setting the forth the action so taken, if signed by all the Directors. Such consent shall have the same effect as a unanimous vote. The signed consent, or a signed copy, shall be placed in the Minute Book of the Association. The consent may be in one or more than one counterparts so long as each Director signs one of the counterparts.

6.10 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.11 Powers and Duties. All Association powers shall be exercised by or under the authority of, and the business affairs of the Association managed under, the direction of the Board of Directors.

6.11.1 Suspension/Expulsion. The Board of Directors shall have the right to suspend or expel any Member who is in violation of any rule or regulation set forth in these Bylaws, or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Association at large. A Member so expelled or suspended shall have the right to apply, after sixty days, to the Board for reinstatement.

6.11.2 Verification. For fullblood and/or Class “N” Naturalean cattle, the Board shall have the right to request a DNA parentage verification, and/or a blood type parentage verification, and/or a myostatin test verification, on any animal, as the Board of Directors may see fit. Individual animals owned by any Member shall be subject to random testing for parentage and/or myostatin. These tests may be requested on animals which have been previously tested, and/or those previously un-tested.

6.11.2.1 In all cases, a breeder is allowed multiple mating options to be tested for parentage PRIOR to being considered a “failure” to match.

6.11.2.2 For Class “NU” Naturalean cattle, the Board shall have the right to request a myostatin verification test, and animals shall be subject to random spot checking for myostatin, but not for parentage.

6.11.3 Additional Testing. In the case where a Member-owned animal fails to match parentage/myostatin recorded history, and the current owner is not the breeder of the individual animal, the Board of Directors has the right to request the breeder of said animal to conduct additional testing within the breeder’s herd, to assist in making a determination on the Member-owned animal. In the case where the breeder involved is not a Member of the Association, and a request for additional testing is denied by said breeder, the Board of Directors has the right and the obligation to inform the membership, via the Association publication(s), of the conduct of said breeder.

6.11.4 Spot Testing. Random spot testing for myostatin alleles may result in the identification of a reported fullblooded animal which carries less than two copies of the allele. In such a case, the Board of Directors reserves the right to remove the animal and any registered fullblooded progeny of the animal from the Association Fullblood Registry, and may re-issue the registrations of said animal(s) in the Naturalean Registry.

6.11.5 Specific Testing. The Board of Directors shall have authority to request testing for any disease and/or genetic disorder, or genetic attribute, on any animal owned by a Member or any person applying for membership.

6.11.6 Testing Parameters. In all cases, any Board of Directors request for testing, be it parentage, myostatin, disease, or genetic disorder/attribute, shall

be conducted by the Member in a timely fashion, at a laboratory recognized by the Association, at the Member's expense. Failure to comply with a Board of Directors request for testing shall result in immediate suspension of membership that will thereafter be submitted for review and possible animal registration suspension(s).

6.11.7 Publication. In all cases, the Board of Directors reserves the right to publish the name(s) and address(es) of any Member(s) under suspension.

6.11.8 Revocation. The Board of Directors has the authority to revoke registration and/or refuse registration application for any animal.

6.11.9 Myostatin Test Result Requirement. In all cases, an application for Naturalean Registry for any animal previously registered with PAUS, CPA or other Piedmontese Association, must provide a myostatin test result according to the rules herein described.

6.11.10 Time Requirement. A maximum allotted time of one hundred (100) days, from the date that a matter is made known to the Executive Director, shall be given to a Member to rectify or settle any of the above matters. If, by the end of one hundred (100) days, the issue has not been settled to the satisfaction of the Board of Directors, they may or may not, at their discretion, set an additional time frame allotted to bring the matter to conclusion prior to launching disciplinary action.

6.11.11 Blood/DNA Samples. Due to the change from blood to DNA samples for parentage testing, and the resultant inability of laboratories to directly compare the previous blood-test parentage to DNA-test parentage to determine sire/dam, where necessary, and whenever possible, the Association may authorize laboratories to conduct a DNA test on stored blood samples from previously submitted blood-work, to assist in parentage verification. The Board of Directors reserves the right to request a blood type sample to be drawn on any animal for direct blood-type parentage verification.

6.11.12 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. Each Director is entitled to one vote on Board of Director actions.

6.11.13 Committee Appointment. The Board of Directors may appoint any Ordinary Member in good standing to act as a member of, or Chairperson of, any Committee created by the Board of Directors.

6.11.14 Authority of Directors. The Board of Directors reserves the right to deal with, as they see fit, any such situation which may arise, which has not been detailed in these Bylaws.

6.12 Executive Director. The Board of Directors shall have the authority to appoint/hire any staff as may be required. In the case of an Executive Director, responsibilities shall include the day-to-day management of the affairs of the Association, as prescribed by the Board of Directors, but at no time is the Executive Director eligible to vote at a Director's Meeting, at an Annual Meeting, or by referendum and/or mail ballot on any issue.

ARTICLE VII. OFFICERS

7.1 Number; Appointment. The Officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be from time to time appointed by the Board of Directors. One person may simultaneously hold more than one office, except that the President may not simultaneously hold the office of Secretary.

7.2 Resignation and Removal. An Officer may resign at any time by delivering notice to the Association. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause.

7.3 Vacancies. Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.

7.4 Duties.

7.4.1 President. The President shall have the general supervision over the active management of the business and affairs of the Association. The President shall have the general powers and duties of supervision and management usually vested in the office of the President of an Association and shall perform such other duties as the Board of Directors may from time to time prescribe.

7.4.2 Vice President. The Vice President shall be an active executive officer of the Association, shall assist the President in the active management of the Association and shall perform such other duties as the President or the Board of Directors may prescribe.

7.4.3 Secretary. The Secretary shall attend all meeting of the Board of Directors and all meetings of the Members and shall prepare all ballots and record all votes and minutes of all such meetings in a book to be kept for that purpose. The Secretary shall perform like duties for any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors when required and shall keep a record containing the names of all persons who are Members of the Association, showing their place of residence and class of membership. The Secretary shall have the responsibility of authenticating records of the Association. The Secretary shall

perform such other duties incident to the office of Secretary or as prescribed by the President or Board of Directors.

7.4.4 Treasurer. The Treasurer shall have the custody of the Association's funds, shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Association, and shall deposit or cause to be deposited all moneys and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Association as required in the ordinary course of business or as may be ordered by the Board of Directors. The Treasurer shall render to the President and the Directors at regular meetings, or whenever may be required, an accounting of all transactions as Treasurer and the financial condition of the Association. The Treasurer shall perform such other duties as may be incident to the office or as prescribed by the President or Board of Directors.

7.4.5 Other Officers. Other officers designated by the Board of Directors shall exercise such powers and perform such duties as may be delegated to them.

7.4.6 Delegation of Duties. In case of the absence or disability of any officer of the Association or of any person authorized to act in such officer's place, the Board of Directors may delegate the powers and duties of such officer to any officer or any Director, of any other person whom it may select, during such period of absence or disability.

7.4.7 Committees. The Board of Directors may create at their discretion, one or more committees, each consisting of one or more members.

ARTICLE VIII. ANIMAL REGISTRATIONS

8.1 Registration Applications. All applications for registration must be made on forms supplied by the Association, either hard copy or electronically, and all blank spaces must be filled in, in ink or typewritten.

8.2 Eligible Animals.

8.2.1 Fullblood. Both parents must be registered, as verifiable fullbloods, (ie: 100% Piedmontese blood) with the Association, PAUS, CPA and/or an Association-recognized foreign Herdbook.

8.2.2 Naturalean Appendix-Class "N". The animal must be verified to have at least one (1) copy of the myostatin allele, and must have at least one parent pedigree registered with the Association, PAUS, CPA, and/or an

Association-recognized foreign Herdbook. The registered parent may be fullblood or any percentage Piedmontese blood.

8.2.2.a) All Naturlean Class “N” cattle that are test verified to carry 2 alleles for Myostatin shall be “Registered”.

8.2.2.b) All Naturlean Class “N” cattle that are test verified to carry 1 allele for Myostatin shall be “Recorded” in the Herdbook.

8.2.2.1. Naturlean Appendix-Class “NU”. The animal must be verified to have at least 1 copy of the myostatin allele, but need not provide parentage or pedigree information. Class “NU” cattle will not be subject to random spot checking for parentage.

8.2.2.1.a) All Naturlean Class “NU” cattle that are test verified to carry 2 alleles for Myostatin shall be “Registered”.

8.2.2.1.b) All Naturlean Class “NU” cattle that are test verified to carry 1 allele for Myostatin shall be “Recorded” in the Herdbook.

8.2.3 Import Documentation. In all cases, imported animals, embryos, or semen, and/or animals sired by imported semen, will be referred to the Executive Director prior to registration, for review of required documentation. Once a sire or dam or individual animal has been reviewed and accepted, any progeny from those accepted animals shall be eligible to apply for Association registration, having met all other requirements for such registration.

8.2.4 Previous Registration. In all cases, where Association registration is applied for, for an animal previously registered with PAUS, CPA, or foreign Herdbook, the applicant must provide proof of ownership of such animal(s) to the satisfaction of the Executive Director. A current original Certificate of Registration, in the applicant’s name, will normally suffice.

8.2.5 Category. Any animal previously registered, or eligible for registry in any other Piedmontese Herdbook, upon application for Association registry shall be governed by these Bylaws as pertains to the classification of such animal(s) into either the Fullblood or Naturlean categories.

8.2.6 “First Cross” Record-File: The animal must have one parent that is fully registered with NAPA and verified to carry 2-copies of the Myostatin allele. The other parent may be registered with any other breed Association, or be an un-registered commercial animal which carries 0 alleles for Myostatin. Applications must be received on approved forms, with appropriate fees, and detail the owner at birth, unique tattoo including breeder’s registered prefix followed by a number designation and the year letter, date of birth, sex, breed composition and pedigree for the applicant animal. No DNA Permanent Record or Parentage or Myostatin Testing is required. The animal will be issued a Unique

ID number printed on the receipt of work processed, but no printed Certificate will be issued and no warranty of the myostatin or pedigree accuracy of the animal will be implied.

Offspring of “First Cross” animals may be registered or recorded in the Naturalean N category bringing forward the breeder’s record pedigree as given for the First Cross animal, if the offspring meet the requirements for registry in the Naturalean N Category as follows: one parent must be a fully registered or recorded animal; the applicant animal must have the DNA Myostatin Test on file confirming 1 or 2 copies of the Myostatin gene.

*In the case of First Cross bulls on record-file with the Registrar, they must have the Permanent Record and Myostatin DNA Tests conducted and be properly Recorded in the Naturalean N category before any offspring from them can be recorded or registered in any category.

8.3 Registration Number Prefixes.

8.3.1 Fullblood. Those animals accepted as verifiable fullblood Piedmontese, by the Association, shall carry no registration number prefix, and certificates shall be printed on blue-color paper.

8.3.2 Naturalean - Class “N” Animals. All animals so registered shall carry the prefix “N” before the registration number, and certificates shall be printed on red-color paper.

8.3.2.1. Naturalean Class “NU” Animals. All animals so registered shall carry the prefix “NU” before the registration number, and certificates shall be printed on grey-color paper.

8.3.2.2. First Cross Animals. All animals enrolled in this paper-less record shall carry the prefix “FC” before the recordation number. Certificates will not be printed.

8.3.3 Other Prefixes. Any animal born naturally polled shall carry the prefix “P”, and those born with scurs shall carry the prefix “PS”. For Association purposes, “scurs” are defined as any cartilaginous or horny growth developed from natural causes through the skin or on the surface of the skin, being not longer than 1/2 inch at animal maturity, on that part of the head where horns grow in horned cattle.

8.4 DNA Parentage Testing.

8.4.1 All Piedmontese animals, both male and female, in both the Fullblood and the Naturlean categories, must have DNA Myostatin Test Reports on file prior to registration or recordation with NAPA.

8.4.2 Random spot checks will be conducted, whereby the Board of Directors request, in writing, that a specific registered/applicant animal, in the Fullblood or Naturalean Class “N” categories, have a sample submitted to a recognized laboratory, to verify said animal’s parentage and/or myostatin status; and Naturalean Class NU animals to verify the myostatin status.

8.4.3 Members operating a ‘multiple herd-bull’ system must provide DNA paternal parentage verification on all calves, to be eligible for Fullblood or Naturalean Class “N” registration. For Association purposes, “multiple herd-bull” system shall be defined as any breeding operation which routinely, or occasionally, practices the management of exposing cows to more than one bull at a time, for the purpose of breeding such cows; or which exposes cows to more than one bull within a thirty (30) day period, for the purpose of breeding said cows.

8.4.4 Any bull used for AI service, or used for natural service in an Embryo Transfer program, and all females used as donors in an Embryo Transfer program must have a DNA permanent record on file. This includes Fullblood and Naturalean Class “N” and Class “NU” cattle. All calves born as the result of Embryo Transfer conducted after July 15, 2007 must have DNA Parentage Verification Tests qualifying the animal to both parents prior to registry or recordation. The Association reserves the right to allow registry or recordation of ET calves conceived prior to July 15, 2007 based on ET documentation and/or partial Parentage Verification.

8.4.4(a) All bulls, both Fullblood and Naturalean N or NU, must have a DNA Permanent Record Test and DNA Myostatin Test on file with an approved Lab, prior to the registration or recordation of any offspring in any category.

8.4.5 In the case of animals previously registered with PAUS, CPA, or a recognized foreign Herdbook, the Board of Directors reserves the right to request DNA parentage and/or myostatin verification, and/or copies of Blood-type parentage verification.

8.5 Myostatin Testing. In all cases, where the term “myostatin” is herein used, it refers exclusively to the exact Piedmontese breed myostatin mutation (G1056A with corresponding cysteine to tyrosine substitution).

8.5.1 In all cases, the number of myostatin alleles shall be expressed on the Registration Certificate of all Association Naturalean Registered cattle.

8.5.2 Breeders records shall be accepted to provide pedigree details for any animal, with the exception of “multiple herd-bull” scenarios as described in Article 8.4.3 which must provide paternal DNA Parentage Verification prior to registry/recordation in the Fullblood or the Naturalean N categories.

Pedigrees shall reflect breeder's records, and in the case of un-registered/un-recorded animals in a pedigree these animals shall be identified by breed code, if known, by N/A if unknown or as follows: "Unknown Piedmontese" indicates an un-registered animal, assumed to be 100% Piedmontese genetic make-up; "Unknown Piedmontese Cross" indicates an un-registered/un-recorded animal assumed to be part Piedmontese genetic make-up.

8.5.3 The Registrar shall print the animal's percentage of Piedmontese genetic make-up on certificates, based on information from registered and/or recorded animals in the pedigree as provided by the applicant. In the case of un-registered and/or un-recorded animals in the pedigree, the Piedmontese genetic make-up value for "Unknown Piedmontese" shall be 100%; for "Unknown Piedmontese Cross" shall be 50% and non-Piedmontese or unknown shall be 0%.

8.5.4 Parentage and Myostatin Spot Testing: In the event that any animal is subsequently DNA Tested and fails to match parentage and/or myostatin status as indicated by the breeder at the time of registration/recording, said animal's registered/recording status and the status of any offspring may be revoked pending clarification and correction, as outlined in Articles 6.11.3 through 6.11.10

Fullblood: If proper parentage verification cannot be made, or if testing confirms a non-Fullblood heritage, said animal and any offspring from that animal which have been registered in the Fullblood Category shall be re-registered in the Naturalean Category. Any animal, as well as any offspring from that animal, registered in the Fullblood Category which is later proven by DNA Test at a qualified Lab to carry less than 2 copies of the Myostatin allele, shall have their Fullblood status revoked, and may be recorded in Naturalean: In the case of Naturalean N registered/recording animals who may fail to match reported parentage and/or Myostatin status, said animal and any offspring from that animal may have their registration/recording pedigrees corrected, or re-issued in the Naturalean NU category, or revoked at the discretion of the Board of Directors. In the case of Naturalean NU registered/recording animals who may fail to match reported Myostatin status, said animal and any offspring from that animal may have their registration/recording certificate corrected, or revoked at the discretion of the Board of Directors.

8.5.5 All animals that have one or both parents verified by DNA Testing at a recognized Lab, at the time of registry/recording, shall have this information clearly printed on their registration or recording certificates. The Certificate of any animal with neither parent verified shall state "This animal is not Parentage Verified". Parentage verification updates or corrections to registration/recording certificates may be done at a later date, at the owner's expense.

ARTICLE IX. REGISTRATION OF TATTOO AND HERD PREFIX

9.1 Tattoo. Every animal for which application for registration is made, shall be marked with a permanent tattoo in the ear. This tattoo mark shall be shown on the

form when application for registration is made, and will be shown on the subsequent Registration Certificate. No two animals may carry identical tattoos.

9.1.1 A breeder wishing to register cattle shall apply for and be allotted herd designation letters from the Association, for their exclusive use, with which to tattoo mark animals. Those Members who have registered herd letters with PAUS and/or CPA should use the same letters with the Association. A sincere effort shall be made by the Association not to duplicate any registered herd letters in use by PAUS and/or CPA for Piedmontese cattle designation.

9.1.2 Each animal shall be tattooed with the registered herd letters, plus an individual animal number, plus the official year letter to designate the year that the animal was born, in one ear. Year letters shall be used in order of the alphabet, subject to these exceptions: letters "I", "O", "Q", and "V" will not be used. The official year letter for 2000 is "K", for 2001 is "L", for 2002 is "M", 2003 is "N", and 2004 is "P" and so on. Once "Z" has been used, the following year will be "A".

9.1.3 The registered herd letters as used in the tattoo may also be used as a prefix in the animals name. Names shall not contain more than thirty (30) characters or spaces, including the prefix.

9.1.4 The registered herd letters and/or prefix, shall be allowed for use by one person or partnership with one authorized representative. The owner of the animal at birth must tattoo his/her registered herd letters in that animal's ear.

EXAMPLES: Mr. John Doe registers the herd letters "JD". He will tattoo all calves born in 2000 as follows: JD 1K, JD 2K, JD 3K, and so on. He may name these animals: JD Miss 1K, JD Miss 2K, JD Mister 3K.

**It shall be noted that a maximum number of letters allowed for use as registered herd letters/prefix shall be 4 letters; however it is recommended to use 2 or 3 letters.

ARTICLE X. AMENDMENTS

10.1 Bylaw Amendments. These Bylaws may be amended by a majority vote of those Active Ordinary Members in good standing who vote in a referendum by mail which is properly conducted by the Board of Directors, conducted together with the voting for election of Directors each year.

10.1.1 Any proposed Bylaw amendment may be submitted to the Executive Director, at any time, from the general membership, and must be presented in writing, and duly signed by not less than five (5) active Ordinary Members in good standing. Such proposed amendment shall then be referred to the Board of Directors for review and comment. All such proposed amendments,

together with the Board's comments, shall be circulated to the membership with a closed voting paper, by September 15th of each year. It is the obligation of the Member to return the vote to the Executive Director, postmarked not later than October 30th of that year.

10.1.2 Any Bylaw amendments which are approved by a majority vote, based on voting values as described in Paragraph 5.7.1, and for which all voting procedures were complete on December 5th of any given year, shall be effective on January 1st of the following year. All vote results shall be made available to the membership.

10.1.3 The Board of Directors, by majority vote, may propose a Bylaw amendment at any time, which shall then be circulated to the membership for voting as described above. Such amendment, if approved by a majority Member vote, shall become effective in the same manner as stated above.

10.1.4 In all cases, any vote which results in a tie, shall not pass and be declared defeated.

SECTION XI. REGISTRATION AND TRANSFERS

11.1 Registrations/Transfers. Registrations or transfers of ownership of an animal are made on the understanding that the particulars given on the application are correct. If it is subsequently discovered that the particulars given were incorrect or fraudulent, the registration or transfer may be suspended by the Board of Directors and may be cancelled by the Association. Pedigrees recorded incorrectly may be cancelled and/or re-recorded by the owner, or by the Board of Directors, at the expense of the original applicant for registration or transfer. However, it is understood that neither this Association nor the Board of Directors shall be responsible for any loss or damage that may be sustained through suspension or cancellation of any animal registration or transfer.

11.2 Voidable Transfer/Pedigree. If the sale of any animal takes place, and a transfer of ownership is made on the records of the Association, or if a pedigree is admitted to registration, and if it is subsequently discovered that the animal sold or the animal registered is not the animal represented on the records, the Board of Directors may declare the transfer or the pedigree void, together with any entry or transfer of descendants of such animal.

ARTICLE XII. INDEMNIFICATION

The Board of Directors, the Officers, the Executive Director, or any official committee member shall not be held responsible, either jointly or individually, for any loss or damage sustained by any Member or non-member of the Association, which may arise from any situation developing from their work on behalf of the Association. The

Association shall indemnify and hold harmless any such individual from a claim or liability to the full extent permitted by applicable law. Notwithstanding the foregoing, the indemnity shall not apply to 1) acts or omissions of the individual finally adjudged to be intentional misconduct or a knowing violation of law, 2) or any transaction with respect to which the individual is finally adjudged to have personally received a benefit in property, money or service, t which said individual was not entitled.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Association shall correspond with the calendar year. The Board of Directors shall present a financial statement to the general membership at least once each year.

H:\CLIENTS\NorthamericanPiedmontese\NAPAbylaws6.doc