

Anderson County Youth Livestock Association, INC.

BY-LAWS

ARTICLE I. NAME

The Corporation shall be known as ANDERSON COUNTY YOUTH LIVESTOCK ASSOCIATION, INC.

ARTICLE II. CORPORATE OFFICES

The principal office of the Corporation shall be at Anderson County Courthouse, Palestine, Texas, or at such other place or places as may be selected by the Board of Trustees from time to time.

ARTICLE III. PURPOSES

The purposes of this auxiliary shall be exclusively educational, scientific, and charitable. They shall be:

- a. To educate the residence and in particular young people of Anderson County, Texas and surrounding communities in agricultural matters by conducting annual public fairs and exhibitions. The purpose shall be realized by working through county agricultural agents, county home demonstration agents, 4-H, FFA, and FHA youth by conducting demonstrations on farm life, including agriculture techniques, farm equipment, cattle, poultry, food and food products, canned food, homemade garments, including explaining such exhibits by trained persons. Contests will be held and prizes awarded to exhibitors showing the best product in a category to obtain the interest of young people in agriculture and to educate them in the newest and best techniques of farming, livestock raising, and homemaking. Ancillary to realizing the fulfillment of the corporate purpose, recreational features will be will be incorporated into said exhibition activities such as midway shows, refreshment stands, rodeos, carnivals, and other activities that may be necessary to enable the corporation to carry out its main purpose in educating the residents and in particular the youth of Anderson County and surrounding communities on agricultural matters.
- b. To uphold, support and finance the advancement of agricultural science through the funding of programs of educational institutions and research organizations furthering the body of knowledge in the science of agriculture exempt under 501 (c) (3) of the Internal Revenue Code;
- c. To promote the advancement of education and educational activities in the science of agriculture through scholarships and/or student aid;
- d. To encourage participation of volunteers in activities that further the development of infrastructure and human resources to satisfy future agricultural production needs;
- e. To support and assist in those programs of Anderson County organizations that may improve the quality of life for all people;

Association By-Laws

- f. To erect and maintain public facilities and buildings;
- g. To conduct, support, and fund scientific research in the public interest by
 - a. Providing the results of such research to the public on a nondiscriminatory basis;
 - b. Providing research directed toward benefiting the public through support, funding, and administration of programs carried on for the purpose of:
 - i. Aiding in the scientific education of college or university student;
 - ii. Obtaining scientific information that is published in a form that is available to interested parties; and,
 - iii. Aiding the Anderson County area by attracting new agricultural industry to the area by encouraging the development and retention of agricultural producers, product processors, and markets in Anderson County, Texas; and,
- h. To receive and administer funds for such other scientific, educational, and charitable purposes, to accomplish the stated purposes all for the public welfare, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sel, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other instrument for the foregoing purposes or any of them (but for no other purposes), and administering the same to carry out the directions and exercise the power contained in the trust instrument under which property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to hold, and use the proceeds and income of stocks, bonds, obligations or other securities or any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all, and every power for which a non-profit corporation, organized under the provisions of the corporation laws of Texas for scientific, educational, and charitable purposes, all for the public welfare can be authorized to exercise, but not any other power. No part of the activities of this corporation shall be the carrying of propaganda or otherwise attempting to influence legislation.

ARTICLE IV. MEMBERSHIP

Section 1. Any reputable person, business or corporation in accord with the purpose of the organization and willing to cooperate in the accomplishment of its purpose may become a member.

Section 2. No member shall become in any manner liable for any expenses or other indebtedness of this organization other than an annual membership fee.

Association By-Laws

Section 3. Membership fees shall be assessed for administrative operation expense and other purposes as designated by the Directors.

- A. Individual membership fees shall be established annually by the Board of Directors but in no case shall they be established at a rate less than \$25.00 per annum.
- B. Fees are to be paid and failure on the part of any member to pay the annual fee for a period of three months after the same becomes due shall be considered a termination of membership, but any member whose membership is terminated in this manner may become a member again by payment of the annual membership fee. Membership fees are not prorated and shall never be less than the annual membership fee for the calendar year, said fee to be for the calendar year only, dues to run from September 1st to August 31st of each year.
- C. A lifetime voting membership fee shall be established annually by the Board of Directors but in no case shall the fee be established at a rate of \$300.00.

Section 4. Each member in good standing shall be entitled to one vote on any business matter coming before the house at any membership meeting. It is provided, however, that the Board of Directors may submit matters of timely impotence to the membership at large by mail ballot.

Section 5. Regular meetings of the membership of this Association shall be held annually within ninety days of the close of the preceding fiscal year.

Section 6. A special meeting of the membership shall be held at any time upon the call of a majority of the Board of Directors of Association. The purpose of the special meeting and all action items to be considered shall be stated in the notice.

Section 7. At the annual membership meeting, an annual report shall be given by the President of the Association.

Section 8. Notice of all membership meetings shall be emailed by the Secretary to each member not later than seven days prior to the date of such meeting, as well as, posted on the official online website.

Section 9. The membership present or represented by written proxy at any regular or special meeting shall constitute a quorum to transact business. Any matter brought before a regular meeting or properly noticed in a special meeting call may be decided by a majority vote.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. All the Corporate Power of the Association shall be vested in and be exercised by its legally constituted Board of Directors.

Association By-Laws

Section 2. Term of Office. Directors shall be elected to serve three year terms and each Directors shall continue in office until the annual meeting next succeeding the third year of his election, and until his successor shall have been elected and qualified in his stead, or until he shall have died or resigned or shall have been removed in the manner hereinafter provided. The Board of Directors terms shall include thirteen (13) full-term (three year) at-directors, three (3) county 4-H representatives, and (3) Agricultural Science Instructor. The length of terms shall in no way restrict the authority or responsibility of any Directors.

Section 3. Qualifications. Each Director shall be a member of the Association and a resident citizen of the State of Texas and Anderson County, or adjacent county during his continuance as Director.

Section 4. Election of Directors. At all meetings of the members for the election of the Directors, authorized by the articles of incorporation, it shall require a majority in interest of the membership represented in person, or by written proxy, to elect any member of such Board of Directors, election shall be by secret ballot. The President shall appoint a Nominating Committee. Said Nominating Committee shall not nominate more candidates for Directorship than available vacancies. Additional nominations may be made by any member from the floor. Following the nominations, the membership shall vote and the candidates receiving the plurality of votes for the number of Directorship vacancies shall be elected. In any case of a tie for the last vacant position a run-off for this position shall be held.

Section 5. Organization. At all meetings of the Board of Directors, the President, or in his absence, the Vice-President, a Chairman chosen by a majority of the Directors present on, shall act as Chairman. In the absence of the Secretary, any person appointed by the Chairman shall act as Secretary. Any person serving as Secretary shall promptly send to the Secretary of the Association the minutes of all such meetings.

Section 6. Resignations. Any Director of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignations shall take effect at the date of the receipt of such notice, or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. In case any vacancy shall occur in the Board of Directors for any cause, the members thereof, at any regular or special meeting, may elect a Director to fill such vacancy.

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held in Anderson County, Texas, on the day appointed for the annual meeting of the members. Notice of the annual meeting of the Board of Directors shall be given by the Secretary through the United States mail, addressed to each Director at the last known address, at least seven days in advance of the meeting and posted by public notice.

Association By-Laws

Section 9. Monthly Meetings. The Board of Directors shall meet regularly on the second Monday of each month for the conduct of the regular business of the Association at a time and place to be determined by the Board of Directors.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any three Directors. Notice of such meetings shall be emailed to each Director at their last known email address, or may be posted online on the official website at least seven days before the day on which the meeting is to be held. Every notice shall state the time and place, but need not state the purpose of the meeting. Notices of any meeting may not be served upon any Director if Waived by him in writing or telegraph, and the presence of any Director at any meeting shall be effective as a waiver by him of notice of such meeting. The Board of Directors may hold its special meeting at such places or places in the State of Texas as the Board may from time to time determine.

Section 11. Quorum and Manner of Voting. A majority of the Board of Directors shall be required in order to constitute a quorum for the transaction of business at all annual or special meetings, and the act of a majority of the Directors present at any such meetings shall be the act of the Board of Directors, provided, that no action at any such meetings shall be valid unless an affirmative vote of not less than a majority of Directors be cast. The Chairman shall have the right and power to vote upon all questions presented. The Directors shall act only as a Board, and the individual Directors shall have no powers as such.

Section 12. Removal of Directors. Any Director may be removed without assignment of cause at any time by affirmative vote of two-thirds ($\frac{2}{3}$) in interest of the membership of record of the Association, given at any regular or special meeting of the membership, and the vacancy in the Board caused by any such removal may be filled by a vote of two-thirds ($\frac{2}{3}$) in interest of the membership at any regular or special meeting, or by the Board of Directors in accordance with Section 7 of the By-Laws.

Section 13. Should any member of the Board of Directors miss three consecutive meetings, or a total of five meetings within any fiscal year, his tenure on the Board of Directors shall terminate automatically, effective at the close of the final meeting missed. Any member so removed shall be notified.

Section 14. Any member drinking or showing signs of intoxication shall be barred from membership and/or Directors meetings.

Section 15. The Board of Directors and any Committee are expressly barred and prohibited from charging any, or otherwise levying any assessments which transfer any cost of facilities to Anderson County Youth Livestock Show entrants.

Association By-Laws

ARTICLE VI. OFFICERS

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer. The offices of Secretary and Treasurer may be held by one and the same person at the discretion of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors by a majority vote of the entire Board. All officers shall hold office only during the pleasure of the Board. Each officer shall continue in office until his successor shall have been elected and qualified in his stead, or until he shall die or resign, or shall be removed by the Board.

Section 3. Additional Officers. The Board of Directors may appoint such other officers or committees as it may deem necessary, each of whom shall be permitted to hold office for such period, have such authority and perform such duties as are provided by the By-Laws or as the Board of Directors may from time to time determine.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect at the date of the receipt of such notice, or at any later date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause, shall be filled in the manner prescribed in the By-Laws for regular appointments or election to such office.

Section 6. The President. He shall preside at all meetings of the Board of Directors. He shall have general supervision over all the affairs of the Association, subject however to the control of the Board of Directors. He shall perform all duties imposed upon him by these By-Laws and shall perform such other duties of his office as may be from time to time assigned to him by the Board of Directors. He must be a Director of the Association.

Section 7. The Vice-President. He shall, at the request of the President, or in his absence or disability, perform all the duties of the President and when so acting shall have all the powers of, and be subject to the restrictions upon the President. He must be a Director of the Association.

Section 8. The Secretary. he shall keep the minutes of the Members and Board of Directors meetings in books provided for the purpose; see that all notices are duly given in accordance of these By-Laws; be the custodian of the records and of the seal of the Association and see that the seal is affixed to all stock certificates when issued, and to all other documents, the execution of which on behalf of the Association under its seal is duly authorized; see that the books, reports, statements, certificates and all other documents and records required by law are properly kept

Association By-Laws

and filed; and otherwise to perform all duties imposed upon him by these By-Laws incident to the office of Secretary, and such other duties as may be assigned to him from time to time by the Board of Directors. He must be a Director of the Association.

Section 9. The Treasurer. He shall have the charge and custody of, and be responsible for, all funds of the Association, and deposit all such funds in the name of the Association in such bank, banks or other depositories as shall be selected and approved by the Board of Directors; exhibit his books of account and records of the Association, to any of the Directors upon applications at all reasonable times, at the place where such records are kept, render a statement of the conditions of the finances of the Association when requested so to do by the President or any member of the Board, and a full financial report at the annual meeting of the members. Otherwise he shall perform all duties imposed upon him by these By-Laws incident to the office Treasurer, and such other duties as may be assigned to him from time to time by the Board of Directors. He must be a Director of the Association.

ARTICLE VII. COMMITTEES

Section 1. The President, with advice and consent of the Board of Directors, shall appoint such committees as are necessary to carry out the programs and purposes of the Association. All committee appointments shall be approved by the Board of Directors. The duties of the several committees shall be outlined and prescribed by the Board of Directors of the Association.

Section 2. All show rules and any proposed rule changes shall be submitted to the Board of Directors.

ARTICLE VIII. CONTRACTS, ETC.

Section 1. Contracts, etc., How executed. The Board of Directors, except as may be otherwise provided by these By-Laws, may authorize any officer or officers, agent or agents, in the name of or on the behalf of the Association, to enter into any contract or execute and deliver any instrument and to affix the seal of the Association thereto or to sign checks, drafts, or orders for the payment of money or notes or other evidence of indebtedness and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Association and no negotiable paper shall be issued in its name unless authorized by the Board of Directors.

Section 3. Deposits. All funds of the association shall be deposited from time to time as provided in Article VII, section 9 to the credit of the association. For the purpose of such deposit, the President, Vice-President, Secretary and/or Treasurer, or any officer or agent to whom such power may be delegated by the Board of Directors may endorse, assign, and deliver

Association By-Laws

checks, drafts and/or other orders for the payment of money which are payable to the order of the association.

Section 4. Accounts and bills payable. The treasurer shall, upon approval of the board of directors, pay all bills, invoices, taxes and other indebtedness against the association, and carefully preserve all receipts, paid bank checks and other evidence of payment in the records of his office. No debts or liabilities against the association, beyond the ordinary and necessary running expenses, shall be contracted by any officer or agent, without specific authority of the board of directors. All checks are to be signed by the treasurer and countersigned by the president or, in his absence, the vice-president.

ARTICLE IX. SEAL

The corporation seal of the association shall be in circular form and shall bear the words "ANDERSON COUNTY YOUTH LIVESTOCK ASSOCIATION" surrounding a five-pointed star.

ARTICLE X. ANNUAL AUDIT AND FISCAL YEAR

Section 1. Fiscal year. The fiscal year of the association shall begin on the first day of September and end on the last day of August each year.

Section 2. Annual audit. the president shall cause the accounts of the association to be audited at least once each year through appointment of a committee of three members, none of whom shall, at any time, be serving in the capacity of secretary and/or treasurer of the association, the committee's report to be submitted to the members annual meeting.

ARTICLE XI. AMENDMENTS

These by-laws or any of them may be repealed, altered or amended at any annual meeting of the members, or at any special meeting thereof, by a majority vote of two-thirds in amount of all the outstanding memberships of the association represented and entitled to vote at such meetings, provided that such proposed repeal, alteration or amendment, if presented at a special meeting, shall have been included in the notice thereof and posted ten days prior to the meeting.

Association By-Laws

ARTICLE XII. DUTY TO PRESERVE EXEMPT STATUS

The purposes of the corporation shall be as set forth in the articles of incorporation. by way of illustration of those purposes, and not as an enlargement or a limitation upon such powers, the board of directors may cause the corporation to solicit, collect, receive, accumulate, administer and disburse funds in such a manner as will, in the sole discretion of the board of directors, most effectively operate to further charitable, scientific, literary and educational purposes, to make contributions to any organization described in section 501 (c) (3) of the internal revenue code, with the exception of an organization testing for public safety, to engage in any and all lawful activities incidental to the foregoing purpose, except as restricted herein. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would prevent it from obtaining an exemption from the federal income taxation as a corporation described in section 501 of the internal revenue code, or cause it to lose such exempt status. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for any public office; nor shall the corporation engage in any prohibited activities that are unlawful under applicable federal, state, or local laws. The corporation shall not engage in any prohibited transactions as described in section 503 of the internal revenue code, not accumulate income, or invest or divert income in a manner endangering its exempt status by virtue of section 504 of the internal revenue code, and not engage in any other activity which would result in the denial or loss of exempt status as herein described. Notwithstanding the other provisions of the charter, of these bylaws, the corporation shall only conduct or carry on activities permitted to be conducted or carried on by any organization exempt under section 501 of the internal revenue code and its regulations, and by any organizations contributions to which are deductible under section 170 of such code and regulations. Upon the dissolution of the corporation, the assets of the corporations shall be distributed, in accordance with a plan of distribution adopted by the board of Directors, exclusively to charitable , religious, scientific and educational organizations which are engaged in affairs substantially similar to those of the dissolving corporation, and which would qualify under the provisions of section 501 of the internal revenue code and its regulations, or to a local or state government or the federal government, or an agency thereof. All references in these bylaws to the internal revenue code or regulations thereunder refer to the code and regulations as they now exist or as they may hereafter be amended.

XIV. CONFORMED COPY OF BYLAWS

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of the association on the date set forth below.

Dated: _____

President, Board of Directors

Attest:

Secretary of the Association