

TARRANT COUNTY JUNIOR LIVESTOCK ASSOCIATION, INC.

BYLAWS

ARTICLE I – PURPOSE

The purposes for which this association is incorporated are those set forth in the Articles of Incorporation.

ARTICLE II – NON-PROFIT

This entity shall be a non-profit organization organized under the Texas Non-Profit Corporation Act and at no time shall the net earnings of any shows, exhibits, entertainments, or other related activities held in connection therewith, benefit any member of this association. The net proceeds of any such shows, etc., shall be used exclusively for the improvement, maintenance, operation, and education of the same. The Tarrant County Junior Livestock Association, Inc. (TCJLA) shall maintain its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code. Official mailing address of the Association will be:

Tarrant County Junior Livestock Association, Inc.
P.O. Box 162793
Fort Worth, Texas 76161

ARTICLE III – MISSION

The purpose for which the corporation is organized is to promote and to sponsor the Tarrant County Junior Livestock Show, Youth Fair, Sale and related activities. The TCJLA does not discriminate on the basis of race, color, creed, sex, religion, or national origin.

ARTICLE IV – POWERS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (a) which is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code, or (b) contributions to which are deductible from taxable income under section 170(c)(2) of the Code.

In furtherance of its purposes as aforesaid, the Corporation shall have all of the powers enumerated in Article 2.02 of the Texas non-Profit Corporation Act.

No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any director of the Corporation, or any private individual, and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No part of the activities of the Corporation shall be the dissemination of propaganda or attempts to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office and no contribution or distribution shall be made, either before or after the liquidation of the corporation, to any organization engaged in carrying on propaganda, attempting to influence legislation, or intervening in any political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE V – MEMBERSHIP

Membership is open to all persons interested in promoting and sponsoring the Tarrant County Junior Livestock Association and related activities. The Board of Directors may assess dues annually or waive the requirement of dues. If the TCJLA Board of Directors vote to assess dues, the following information represents the membership levels that would be available.

- a. Annual dues for a voting member will be \$20.00 payable on or before June 1
- b. Annual dues for a non-voting member will be \$15.00 payable on or before June 1
- c. Non-voting members must be 20 years of age or older
- d. Annual dues for a family membership will be \$25.00 payable on or before June 1
- e. Annual dues for a youth membership (Ages 9 – 19) will be \$5.00 payable on or before June 1

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Membership

The TCJLA Board of Directors shall consist of fifteen (15) representatives from the three sponsoring organizations, the Fort Worth Farm and Ranch Club, Tarrant County 4-H Clubs known as the Adult Leaders Association, and the Tarrant County FFA Chapters. Each organization will have equal representation on the Board of Directors. Each of the three (3) sponsoring organizations will select five (5) representatives to serve on the Board of Directors for the incoming year and submit those names to the President within thirty (30) days after the Tarrant County Junior Livestock Show. When an existing Director or a member of one of the three organizations transfers his/her membership from one of the sponsoring organizations to another, he/she is ineligible to represent their current organization as a Director on the TCJLA Board for a period of one year.

Section 2. Removal

Any director may be removed, with or without cause by the unanimous vote of the other Corporate directors serving at that time.

Section 3. Executive Committee

The Executive Committee will be comprised of the following: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. Each of the three sponsoring organizations will be represented by at least one (1) office.

- a. The Board of Directors hereby grants the authority to the Executive Committee to appoint one or more officers to be required to sign checks and require the signature of two officers on all checks for disbursements exceeding \$1000.00.
- b. Within forty-five (45) days following the Tarrant County Junior Livestock Show, the President will call a meeting of the new Board of Directors and at this meeting they will nominate and elect new officers, General Show Superintendent, and Committee Chairpersons for the incoming year.

- c. Within sixty (60) days following the Tarrant County Junior Livestock Show the President and Board of Directors will accept in writing proposals for all Livestock Show rule changes for the following year. All proposed rule changes will be posted in the minutes, which will be mailed out ten (10) days prior to next scheduled meeting at which time rule changes will be voted upon. Show rules shall not be changed during that organizational year once the Board of Directors adopts them.
- d. The Board of Directors and Executive Committee shall implement these Bylaws and General Rules of the TCJLA.
- e. Board members and officers may succeed themselves.

Section 4. Quorum

- a. Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Vacancies

- a. A vacancy on the Board of Directors and/or Executive Committee shall be filled by the sponsoring organization at a regular or called meeting.

Section 6. Meetings

- a. The organizational year shall commence immediately following the election of the Board of Directors and Executive Committee.
- b. The Board of Directors shall meet at least once a month or at other such times as the Board of Directors may designate. Special Board meetings may be called by the President upon a request submitted in writing to the President and Secretary by eight members of the Board of Directors.
- c. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas. Any regular or special meeting is valid, wherever held, if held on written consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the Corporation.
- d. The Executive Committee will meet as called by the President and will have the authority to meet via conference call with reasonable notification given to the Board of Directors.
- e. Manner of voting shall be at the discretion of the President unless otherwise stated herein.
- f. All meetings shall be open to the members, invited guests and other interested individuals.
- g. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of either the President or at least two (2) directors. Written notice of special meetings of the Board of Directors shall be given personally, or sent by mail or by other form of written communication (including telecopies), to each director at least seven (7) days before the date of the

meeting. 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.

- h. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a sufficient number of the members of the Board of Directors or the committee, as the case may be, as would be necessary to take that action at a meeting at which all of the members of the Board of Directors or such committee, as the case may be, were present and voted. Prompt notice of the taking of any action by directors or a committee without a meeting by less than unanimous written consent shall be given to all directors or committee members who did not consent in writing to the action. Subject to the provisions required herein for notice of meetings, members of the Board of Directors or of any committee designated by the Board of Directors may participate in and hold a meeting of such board or committee by means of conference by telephone or similar communications equipment such that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.10 shall constitute presence in person at such meeting, except where a person participates in a 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.

ARTICLE VII – OFFICERS

Section 1. President

The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President may appoint special committees and designate the terms and duties of said committee. The President will be authorized to sign checks and sign all authorized contracts as approved by the Board of Directors.

Section 2. Vice Presidents

In the absence of the President from a regular or called meeting of the Board of Directors or Executive Committee, it shall be the duty of the 1st and 2nd Vice Presidents, in their respective order, to assume all duties and responsibilities therein. The 1st Vice President will be authorized to sign all authorized contracts in the absence of the President as approved by the Board of Directors.

Section 3. Secretary

The Secretary shall keep an accurate record of all meetings of the Board of Directors and Executive Committee. The Secretary shall maintain an administrative record of names, addresses, phone numbers, and place of business on all members of the Board and maintain a record of all members, show sponsors, buyers and authorized contracts. Other secretarial duties will be at the discretion of the President.

Section 4. Treasurer

The Treasurer shall keep an accurate accounting of all receipts and disbursements. The money shall be kept in a depository institution and have available at all times a current financial statement. All monies that have been designated for the scholarship fund shall be kept in a separate account. A written financial report will be presented at all meetings. Within sixty (60) days following the annual Tarrant County Junior Livestock Show a complete financial report showing receipts and disbursements of the TCJLA will be submitted to the Board at the regular meeting. Treasurer will be authorized to sign checks as approved by the Board of Directors. An audit or auditing committee shall examine the books of the Treasurer at the end of each organizational year or at the discretion of the President and or the Board of Directors.

**ARTICLE VIII – SHOW SUPERINTENDENT AND
DIVISION SUPERINTENDENTS**

Show Superintendent and Livestock Division Superintendents may consist of those persons whom are interested in promoting and supporting the Tarrant County Junior Livestock Show and related activities. Superintendents may propose rule changes, contact judges and must maintain all ethical standards set forth by this association, including the ability to disqualify any livestock project that does not meet the guidelines or criteria set forth in the current Tarrant County Junior Livestock Show (TCJLS) Rule Book.

- a. Show Superintendent will work under the supervision of the Executive Committee and shall efficiently carry out all duties and responsibilities pertaining to policy and management of the show. The Show Superintendent shall submit a list of prospective Division Superintendents to the Executive Committee. The Executive Committee shall submit these recommendations to the Board of Directors to be voted on at the following scheduled monthly meeting within sixty (60) days following the Tarrant County Junior Livestock Show.
- b. Division Superintendents will work under the supervision of the Show Superintendent.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

Standing Committees perform the continuing functions of the TCJLA. All persons whom are interested in promoting and supporting the Tarrant County Junior Livestock Association and related activities may chair or become committee members on the following Standing Committees: Administrative, Belt Buckle, Hospitality, Sales, Silent Auction, and Sponsorship.

Section 2. Show Committees

Show Committees perform the annual, operational functions of the Tarrant County Junior Livestock Show event. All persons interested in the Tarrant County Junior Livestock Show may serve as members on one or more Committees coordinated by the Superintendents and Committee Chairs.

ARTICLE X – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority on all matters of procedure not specifically covered by the Bylaws adopted by this association.

ARTICLE XI – GENERAL RULES

The General Rules of the Association amplify the Bylaws and are binding to the extent that they are not in conflict. The General Rules can be created, rescinded or amended by a majority vote of the Board of Directors. General Rules shall not be changed once they are adopted by the Board of Directors for that organizational show year.

ARTICLE XII

1. Limited Liability of Directors. No director of the Corporation shall be liable to the Corporation or its members for an act or omission in such director's capacity as a director, except for liability resulting from:

- (a) a breach of a director's duty of loyalty to the Corporation or its directors and or members;
- (b) an act or omission not in good faith that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute; or
- (e) an act related to an unlawful loan or distribution of assets of the Corporation.

ARTICLE XIII

No distribution of gains, profits or dividends shall be paid to the members of the Corporation and no part of any net earnings or assets thereof shall inure to the benefit of any member, donor or any other person having a personal or private interest in the activities of the Corporation; provided, however, that the Corporation may pay compensation in a reasonable amount to its directors, officers or employees for services rendered as provided by law.

ARTICLE XIV

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

ARTICLE XV – AMENDMENTS

The Tarrant County Junior Livestock Association, Inc Bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the Association, provided that the proposed amendment has been given to each Director ten (10) days prior to the date of said meeting. Ammendments to the Bylaws will be submitted according to the TCJLS Rule Book guidelines regarding rule changes.