

**BYLAWS OF THE
HENDERSON COUNTY LIVESTOCK SHOW ASSOCIATION**

Article I. Name

The name of this association shall be "Henderson County Livestock Show Association."

Article II. Purpose

The purpose of this Association shall be to educate the residents, particularly the young people of Henderson County, Texas, and surrounding communities on the agricultural industry by conducting public fairs and exhibitions. The purpose shall be realized by working with County Agents, Family Consumer Sciences Agents, Ag Science teachers, 4-H leaders and 4-H, FFA, and FHA youth; and by conducting demonstrations on farm life, including agricultural techniques, farm equipment, livestock exhibits and other projects, with explanations of such exhibits provided by trained persons. Contests shall be held and prizes awarded to exhibitors showing the best projects in categories aimed at obtaining the interest of young people in agriculture and educating them in the newest and best techniques of farming, livestock raising and homemaking.

Article III. Membership

Section 1. Membership shall be open to any reputable person in accord with the purpose of the organization and willing to cooperate in the accomplishment of its purpose, except individuals eligible to participate in the Henderson County Livestock Show.

- A. The individuals eligible to participate must be actively enrolled in a Henderson County 4-H Club, FCCLA, or FFA Chapter and attend public and/ or private school at the time of the livestock show.
- B. Participants must be 9 years of age or in the 3rd grade and must not have completed the 12th grade.
- C. In contests that are divided into "Junior" and "Senior" levels, participants shall follow the rules set forth by the State 4-H program.
- D. Participants will be members of an Athens, Brownsboro, Cayuga, Crossroads, Eustace, Frankston, LaPoynor, Mabank, Malakoff, or Trinidad FFA or FCCLA and/or Henderson County 4-H members who reside within these school districts. Old Cayuga and Cayuga 4-H members are also eligible to participate if they are enrolled in the Cayuga ISD. If home schooled/private, they must reside within the Cayuga ISD boundaries.
- E. All participants, their families, their 4H Leader and/or FFA Advisor are responsible for knowing the rules and regulations that govern their participation in the individual shows and activities of the Henderson County Livestock Show. Failure to abide by these rules and regulations may be cause for action by the Henderson County Livestock Show Board of Directors. This action may include but will not be limited to expulsion, probation, forfeiture of awards, forfeiture of scholarships or forfeiture of premiums derived from the Premium Auction. Any premiums which are withheld will be returned to the buyer or deposited into the Scholarship Account.

Section 2. No member shall become in any manner liable for any expense or other indebtedness of this organization.

Section 3. There shall be one of class of membership in the Henderson County Livestock Show Association.

- A. Annual Memberships
Annual membership fees shall be \$10 and shall cover a period of June 1 - May 31.
- B. All Memberships fees shall be paid annually and shall be due on June 1 of each year. Any member that has not paid by the July meeting will have no voting rights

or the right to hold office. Any due paid member will also be entitled to a membership card that will allow free entrance for that person to the Henderson County Livestock Show.

Section 4. Members shall be in good standing so long as their membership fees are current and all other financial obligations to the Henderson County Livestock Show Association are paid by the July meeting. Failure of members to meet their financial obligations in a timely manner will be cause for suspension of membership and of participation in Henderson County Livestock Show Association activities until all financial responsibilities have been met and membership renewal is approved by the Board of Directors.

Section 5. Board members are expected to be regular in their attendance at meeting. Board members who miss three consecutive meetings, or a total of four meetings within any fiscal year, shall have their voting privileges terminated automatically at the close of the final meeting missed and shall be so notified by the President of the Association.

Section 6. The Board members shall be residents of Henderson County or of a school district with Henderson County ties, eligible to participate in the Henderson County Livestock Show, and be members of the Henderson County Livestock Show Association .

Article IV. Membership Meetings

Section 1. Regular meetings of the membership of the Henderson County Livestock Show Association shall be held on the second Monday of every odd month except for the meeting held in July. The annual meeting will be held in May.

Section 2. Special meetings of the membership may be held at any time upon call of the President of the Association. The purpose of the meeting shall be stated in the notice given of its call, at least twelve days in advance, by letter.

Section 3. The membership present at any regular or special meeting shall constitute a quorum to transact business.

Section 4. Each member of the Board of Directors will be entitled to one vote on any business matter presented at a regular or special membership meeting.

Section 5. Members of the Board of Directors, all of whom shall be members of the Henderson County Livestock Show Association in good standing, shall be elected by the members present at the annual meeting held in May. The Nominating Committee shall present a slate of qualified candidates for all vacancies to be filled, and additional nominations may be made from the floor by any member in good standing of the Henderson County Livestock Show Association . Candidates receiving the largest number of votes shall be elected. In the case of a tie for the last position to be filled, a run-off election shall be held.

Section 6. Any member in good standing may submit changes to the General Rules of the Henderson County Livestock Show, in writing, on or before the May meeting to be reviewed, prioritized and presented for a vote of members at the July meeting.

Article V. Past Presidents

Section 1. The most immediate Past President shall automatically hold the position of Past President and shall serve in that capacity until replaced by the succeeding outgoing President.

Section 2. The Past President shall serve as chairman of the Nominating Committee.

Article VI. Elected Officials

Section 1. Elected officials of the Henderson County Livestock Show Association shall include six members of the Board of Directors and nine officers.

Section 2. Officers of the Association shall be a President, Vice President of Arena Events, Vice President of Grounds, Vice President of Judged Events, Vice President of Public Relations, a Secretary, a Parliamentarian and a Treasurer chosen from the membership. They shall serve one-year terms and may be re-elected to their offices not more than two consecutive years, with the exception of the Secretary, the Assistant Secretary, and the Treasurer. In addition, the Past President shall automatically hold the position of officer and shall serve in that capacity until replaced by the succeeding outgoing President.

Section 3. Elected officials shall be members in good standing of the Henderson County Livestock Show Association, shall evidence willingness to serve, and shall meet all qualifications for their positions.

Section 4. Members of the Board of Directors shall be selected from the membership and shall serve two year terms with three members exiting in alternating years.

Article VII. Qualifications of Elected Officials

Section 1. To be eligible to hold any office, proposed candidates shall be knowledgeable of the special customs and policies of the Henderson County Livestock Show Association and of the requisites which establish its purpose. They shall be members of the Association in good standing and willing to serve if elected, in addition to meeting the specific minimum qualifications of the offices for which they are candidates.

Article VIII. Election Procedures

Section 1. The Nominating Committee shall be composed of five members and shall include the Past President, who shall serve as chairman. The Past President shall serve as chairman until replaced by the succeeding outgoing President. The other four members of the Nominating Committee shall be appointed by the Past President and be representative of the County.

Section 2. The Nominating Committee shall present at the May meeting, a slate of nominees for all positions to be filled, including Board members and officers, all candidates having been verified as members in good standing of the Association, willing to serve if elected, and qualified for the offices for which they are being nominated.

Section 3. At the May meeting, the membership shall elect a President, four Vice Presidents, a Secretary, a Parliamentarian and a Treasurer, who shall serve for a period of one year or until their successors are elected. The Nominating Committee shall present a slate of qualified candidates, and additional nominations may be made by any member in good standing. Candidates receiving the largest number of votes shall be elected. In the case of a tie for an office to be filled, a run-off election shall be held. The most immediate Past President shall automatically hold the position of officer and shall serve in that capacity until replaced by the succeeding outgoing President.

Section 4. At the May meeting, the Nominating Committee shall present a slate of qualified candidates for election as Board of Directors and additional nominations may be made from the floor by any member in good standing of the Henderson County Livestock Show Association. Candidates receiving the largest number of votes shall be elected. In the case of a tie for the last position to be filled, a run-off election shall be held. Board members shall serve terms of two years.

Section 5. Vacancies occurring among the officers during the year shall be filled by plurality vote of the membership present at the next meeting. The Nominating Committee shall present the name of a qualified candidate chosen from the membership, and additional nominations may be made by any member. The newly elected officer shall serve out the unexpired portion of the term created by the vacancy and shall be eligible for reelection. Resigned officers may complete their terms as Board members or may also resign as Board of Director members.

Section 6. Vacancies occurring among Board members shall be filled by plurality vote of the membership present at the next regular meeting or at a special meeting called for that purpose, and all such vacancies shall be filled before the next annual meeting. The Nominating Committee shall present the name of a qualified candidate for each vacancy to be filled, and additional nominations may be made by any member. The newly elected Board member shall serve out the unexpired portion of the term created by the vacancy.

Article IX. Board of Directors

Section 1. The government of this Association, the interpretation of its policy, the direction of its organization, and the control of its property shall be vested in the Board of Directors, composed of six Board members and nine officers, including the Past President, all of whom shall be members in good standing of the Henderson County Livestock Show Association. This board shall have the power to make contracts and to carry out all of the business of the Association.

Section 2. At the May meeting each year, the Nominating Committee shall present a list of qualified candidates for the Board of Directors, and additional nominations may be made from the floor by any member in good standing of the Henderson County Livestock Show Association. Candidates receiving the largest number of votes shall be elected. In the case of a tie for the last position to be filled, a run-off election shall be held.

Section 3. The terms of the six Board members shall be for two years, or until their successors are elected. These terms are to be staggered so that the terms of three members expire each year.

Section 4. At the May meeting each year, three persons shall be elected as Board members by the members of the Association from a list of candidates provided by the Nominating Committee and nominations from the floor. Candidates receiving the largest number of votes shall be elected. In the case of a tie for the last position to filled, a run-off election shall be held.

Section 5. Board members are expected to be regular in their attendance at meetings. Board members who miss three consecutive meetings, or a total of four meetings within any fiscal year, shall have their voting privileges terminated automatically at the close of the final meeting missed and shall be so notified by the President of the Association.

Section 6. Vacancies occurring among the Board of Directors members shall be filled by plurality vote of the membership at the next regular meeting or at a special meeting called for that purpose, and all such vacancies shall be filled before the next annual meeting. The Nominating Committee shall present the name of a qualified candidate for each vacancy to be filled, and additional nominations may be made by any member. The newly elected Board member shall serve out the unexpired portion of the term created by the vacancy.

Section 7. Regular meetings of the Board shall be held on the second Monday of every odd month, except for the July meeting. Special meetings of the Board may be called by the President as deemed necessary, or shall be called upon the written request of ten or more members addressed to the President. Any Henderson County Livestock Show member may have an item placed on the agenda by submitting a request to the President prior to the next board meeting.

Section 8. A County Extension Agent and an Agriculture Science Teacher will serve on the Board at all times.

Article X. Officers

Section 1. At the annual meeting held in May, the membership shall elect a President, four Vice Presidents, a Secretary, a Parliamentarian and a Treasurer, who shall serve a period of one year or until their successors are elected. The Past President shall automatically hold the position of officer and shall serve in that capacity until replaced by the succeeding outgoing President.

Section 2. Regular meetings of the officers shall be scheduled by the President at such times and places as may be necessary to facilitate the business of the Association, as well as after each meeting of the general membership.

Article XI. Duties of the Board of Directors

Section 1. The government of this Association, the interpretation of its policy, the direction of its organization, and the control of its property shall be vested in the Board of Directors, composed of six members, and nine officers, in good standing, of the Henderson County Livestock Show Association. This board shall have the power to make contracts and to carry out all of the business of the Association.

Section 2. All contracts or other financial obligations pertaining to the general business of the Association and involving expenditure of \$500 or more, shall be approved by the Board and signed by the President and/or Treasurer before such contracts shall be effective or such other financial obligations shall be incurred. Contracts incurring expenditures of less than \$500 can be executed by individual Vice Presidents with the approval of the Board President and the signature of the Treasurer.

Section 3. The Board of Directors shall have the privilege of approving all superintendents before any such appointments are made.

Section 4. The dates of the Henderson County Livestock Show shall be set by the Board, on or before the meeting to be held in July. The Livestock Show shall begin on the Thursday before the first Monday in April and conclude on the following Saturday unless prevailing circumstances necessitate a change of dates for a particular year.

Article XII. Duties of the Officers

Section 1. The duties of the various officers of this Association shall be those usually performed by corresponding officers of similar organizations.

Section 2. The President shall consult with the Vice Presidents regarding the appointments of chairmen for any committees deemed necessary to carry out the programs of the Association, all such appointments to be approved by the Board. The President shall inform the Vice Presidents of any persons who are not current in payment of membership fees or other financial obligations to the Association and who are therefore ineligible for consideration as superintendents, committee chairmen, members, or workers. Duties of the various committees shall be outlined and prescribed by the President of the Association.

Section 3. The President shall serve as ex-officio member of all committees.

Section 4. The President shall make a report of the year's activities at the annual membership meeting in May.

Section 5. The Vice Presidents shall propose superintendents for all committees within their designated areas of responsibility. The Board shall have the privilege of approving all proposed superintendents before any such appointments are made.

Section 6. The minutes of this Association shall be kept in a bound minute book and shall be signed by the President and Secretary when they have been approved.

Section 7. All checks of the Association shall be signed by the President and/or the Treasurer, and all funds shall be deposited in Henderson County banks.

Article XIII. Superintendents

Section 1. All superintendents shall be members in good standing of the Henderson County Livestock Show Association and willing to carry out the activities of the committee.

Section 2. The Vice Presidents shall propose superintendents for all committees within their designated areas of responsibility. The Board shall have the privilege of approving all proposed superintendents before any such appointments are made. The President shall inform the Vice Presidents of any persons who are not current in payment of membership fees or other financial obligations to the Association and who are therefore ineligible for consideration as superintendents, members, or workers. Duties of the various superintendents shall be outlined and prescribed in the general rules of the Association.

Section 3. Superintendents shall have the privilege of selecting the members of their committees, provided, however, that the approval of the Vice President shall have first been secured. All committee members shall be members in good standing of the Henderson County Livestock Show Association and willing to carry out the activities of the committee.

Section 4. Committee workers may be selected by the superintendent in sufficient numbers to carry out the duties of their committees. Although it is not mandatory that such workers be residents of Henderson County or members of the Association, it is expected that superintendents will give preference to members and encourage all non members chosen as committee workers to join the Association.

Section 5. The President shall serve as ex-officio member of all committees.

Section 6. The Vice President shall serve as ex-officio member on all committees within their area of responsibility. The Vice President shall verify that committee members and workers proposed by the superintendent under their supervision are in good standing with the Association, whether those proposed are members or not.

Section 7. Superintendents shall submit any proposed changes in the General Rules of the Henderson County Livestock Show, in writing, to the Board at or before the meeting held in May.

Section 8. All persons or business entities invited to participate in Henderson County Livestock Show Association activities must be in good standing with the Association. Superintendents shall verify that only persons in good standing with the Association are invited or solicited for contributions, advertising, sponsorship, project sale bids, or payments of other kinds connected with their committees.

Article XIV. Fiscal Year and Audits

Section 1. The fiscal year of the Association shall begin on June 1 and end on May 31 of the following year.

Section 2. The financial records of the Association shall be made available to all members at the annual meeting and shall be reviewed annually.

Article XV. Dissolution

Section 1. This Association may be dissolved upon adoption of a resolution approved by a majority of the members present at a regular or called meeting, provided that specific notice of such proposed dissolution has been mailed to the entire membership in good standing at least twelve days prior to the meeting.

Section 2. Upon such dissolution, the assets of the Association shall be distributed to other nonprofit, charitable agencies or to local governmental agencies for purposes similar to those of this Association, all in accordance with the provisions of the Texas Nonprofit Corporation Act.

Article XVI. Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order, Newly Revised** shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XVII. Amendment of Bylaws

Section 1. These bylaws may be amended at any regular or special meeting of the Association by a two-thirds vote, provided that the proposed amendments have been submitted in writing and included in the notice of the meeting mailed to the entire membership at least twelve days prior to the meeting and provided, further, that such amendments have been proposed by the Board of Directors, by a committee authorized by the Board of Directors, or by any member of the Association who has obtained the written endorsement of at least nine other members in favor of the proposed amendment.

Section 2. Amendments to these bylaws shall take effect immediately upon adoption, unless the motion to adopt shall state otherwise.

Amended November 1999.

Amended March 2001.

Amended March 2006.

Amended September 2010