

# **KLEBERG-KENEDY COUNTY JUNIOR LIVESTOCK SHOW ASSOCIATION, INC.**

## **BY-LAWS**

### **ARTICLE I - PURPOSE**

Said corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE II - DISTRIBUTION OF EARNINGS AND ACTIVITIES OF CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article One hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III - DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, and/or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the County Court of Kleberg County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE IV - MEMBERSHIP**

Section 1. Any reputable natural person 18 or over, who lives in Kleberg or Kenedy County, Texas, and who is in accord with the purpose of the organization, and who is a supporter of the Livestock Show as deemed by the Board of Directors and who is willing to cooperate in the accomplishment of its purpose, may become a member.

Section 2. For each exhibitor in the Junior show, whose entry fee(s) meets or exceeds the amount of the current membership, one (1) parent or guardian is entitled to one (1) complimentary membership in the association. If a parent or guardian only has one exhibitor in the annual show and another parent or guardian wishes to become a member, he/she must pay the current membership fee to become a member. Individuals who do not have an entry in the annual show and wish to be a member of the association may join the association by paying the current membership fee at least thirty (30) days before the annual meeting. Payment may be paid at the membership desk at the annual show or through the show office. Complimentary membership must be activated during the annual show at the membership desk or through the show office at least thirty (30) days prior to the annual meeting.

Lifetime Membership is available to those members that do not wish to update their membership each year by paying an annual fee. A member may become a Lifetime Member by paying a one time fee of ten times (10X) the current membership fee. A member who chooses this category of membership will enjoy the same rights and privileges as any other member for their "Lifetime". This membership is not transferable to any other member and remains the benefit of the member that pays the Lifetime Membership fee.

Section 3. No member shall become, in any manner, liable for any expense or other indebtedness of this organization other than an annual membership fee.

Section 4. Each member in good standing shall be entitled to one vote on any business matter coming before the house at a membership meeting.

Section 5. The annual meeting shall be held within 75 days following the livestock show for the purpose of reviewing the past show and the election of directors and two executive committee members. The date for the next livestock show shall be set at the last regular meeting of the Board of Directors prior to the current livestock show.

Section 6. A special meeting of the membership may be held at anytime upon call of the president of the Board of Directors. The purpose of the meeting to be stated in the notice.

Section 7. Notice of all membership meetings shall be mailed/emailed by the secretary to each member at his last know address, no later than ten (10) days prior to the date of the meeting.

Section 8. Ten (10) members present at any meeting of the membership shall constitute a quorum to transact business and any matter brought before the meeting may be decided by a majority of those present and voting.

Section 9. Expulsion of a Director, Superintendent, Assistant Superintendent or Member. Upon evidence submitted to the Board of Directors, that any director, superintendent, assistant superintendent or member

- (i) has violated any applicable requirements of these bylaws; or
- (ii) has willfully violated rules or regulations of the Kleberg-Kenedy County Junior Livestock Show Association adopted by its Board of Directors and disseminated to its members; or
- (iii) has acted in such a way as to bring damage, disrepute, civil or criminal liability, financial or other harm to the Association, its directors, superintendents, assistant superintendents or members,

such director, superintendent, assistant superintendent or member may be expelled from the Association in accordance with the provisions set forth below:

- (a) If, upon submission of such evidence to the Board of Directors, it determines by a majority vote, that there is probable cause to hold an expulsion hearing, the director, superintendent, assistant superintendent or member who is to be considered for expulsion shall be given fifteen (15) days advanced notice of the hearing and shall be entitled to attend and present evidence on his or her behalf.
- (b) Promptly following the hearing, the Board of Directors shall determine, by a majority vote, whether or not he/she shall be expelled. If the Board of Directors determines that the director, superintendent, assistant superintendent or member shall be expelled, he/she shall have five (5) days, by giving written notice thereof, to appeal such decision. If the director, superintendent, assistant superintendent or member does not elect to appeal such decision, then he/she shall be expelled effective upon the expiration of said five (5) days. If the director, superintendent, assistant superintendent or member does elect to exercise the right of appeal, the Board of Directors, at the next succeeding meeting of the Board, shall review the record of the hearing and shall then determine, by a majority vote, whether to sustain or overrule the decision; and

- (c) If the Board of Directors sustains the decision to expel the director, superintendent, assistant superintendent or member, then he/she shall be expelled effective as of the date of such decision by the Board of Directors.

An expelled director, superintendent, assistant superintendent or member shall have the opportunity to re-apply for membership after one (1) calendar year has passed from the original date of expulsion. The Board of Directors will at that time determine, by a majority vote, whether to re-admit the expelled director, superintendent, assistant superintendent, or member as a member of the Association.

## **ARTICLE V - GOVERNING BODY**

Section 1. The management, administration and rules of the affairs of this association (which includes the Queen's contest) shall be by a Board of Directors consisting of twelve (12) voting members elected by a plurality vote of the members present at the annual meeting of the association for a term of three (3) years. Board of Directors candidates are required to be members in good standing with the association. Once selected to the Board of Directors the board member must continue to be a member in good standing of the association for as long as the board member holds office. One representative from each of the following groups will be appointed to serve as an ex-officio in an advisory position.

- A. County Extension Agent - Agriculture or 4-H and Youth Development
- B. County Extension Agent - Family Science
- C. Ag Science Teacher - Riviera ISD
- D. Ag Science Teacher - KISD
- E. Ag Science Teacher - Academy (SGISD)
- F. Human Science Teacher - KISD
- G. Human Science Teacher - Riviera ISD
- H. Chamber of Commerce - Executive Director of Staff

Section 2. Nominations for the Board of Directors will be accepted from the floor and/or the nominating committee. A nominating committee shall be appointed by the president at the same time that the other committee members are appointed. The nominating committee shall consist of five (5) members of the association and/or board members. The nominating committee shall serve until after the annual meeting. It shall be the duty of the nominating committee to select nominees with a view of keeping the Board of Directors representative of the important geographical, economical, cultural or other interest of Kleberg and Kenedy Counties and of the Association.

Section 3. After the annual election of the Board of Directors, the Board of Directors shall hold a meeting and elect a president, vice-president, secretary, and treasurer. In addition, they will appoint all Superintendents and Assistant Superintendents. Said officers shall hold office for the ensuing year, or until their successors are elected.

Section 4. Eight (8) Directors present at any regular or special meeting shall constitute a quorum to transact business, and any matter brought before a meeting of the Directors shall be decided by a majority of those present and voting.

Section 5. Special meetings of the Board of Directors shall be called by its president.

Section 6. Any Board member missing two (2) consecutive meetings, without a valid reason, shall be terminated from the Board.

Section 7. Any vacancy that might occur on the Board of Directors shall be filled by a majority vote of the Directors, with the understanding that the Directors shall choose its new member from the membership and the new member so elected shall serve out the term of the Director whom he is replacing.

Section 8. The Board of Directors shall adopt such policies and procedures for the operation of this association as may be consistent with its By-Laws and designed to carry out the purpose of the Association.

Section 9. The president of the Board of Directors shall preside at all meetings of the Board and membership. He shall perform all duties incident to his office and such action as deemed by him likely to increase the utility of the show. He shall appoint all committees unless otherwise directed.

Section 10. The vice-president shall act in the absence of the president and in all manners carry out the purpose herein set forth.

Section 11. The secretary shall keep minutes and records of this association and its Board of Directors and shall perform other duties as the Board shall direct.

Section 12. The treasurer shall have custody of all funds of the association and shall pay out same upon direction of the Board of Directors.

Section 13. All checks shall be co-signed by two (2) individuals, president and/or secretary, treasurer, and/or any other individual so authorized by the Board of Directors.

Section 14. Written notification will be sent to each Director ten(10) days prior to a Directors Meeting with the exception of a special called meeting, and then on the day of the meeting the secretary of the association shall call each Director to find out if they will be attending the meeting.

#### **ARTICLE VI - RULES FOR MEETINGS**

Section 1. Meetings will be governed by Robert's Rules of Order.

#### **ARTICLE VII - AMENDMENTS**

Section 1. The By-Laws may be amended by two-thirds of those voting by votes cast by a ballot at the annual membership meeting.

Section 2. All proposed By-Law changes must be submitted in writing to the recording secretary within 60 days of the show prior to the annual meeting.

All changes submitted must be emailed/mailed to each member along with the annual meeting notice at least 10 days prior to the annual meeting.

Revised: April 3, 2002  
March 30, 2005  
April 18, 2007  
April 29, 2011  
May 1, 2012  
May 1, 2014  
April 19, 2016