

PROPOSED BY-LAW CHANGES  
VOTE WILL BE HELD DURING THE GENERAL MEMBERSHIP MEETING ON  
FEBRUARY 28, 2012

**NUECES COUNTY JUNIOR LIVESTOCK SHOW  
ASSOCIATION  
BY-LAWS**

**Article 1 – Purpose**

The aim and purpose of the Nueces County Junior Livestock Show Association is to promote and encourage the work of 4-H Clubs, Future Homemakers of America, Future Farmers of America, and adult leaders of Nueces County in promoting any phase of agriculture, homemaking, and industry.

**Article 2 – Membership**

**Section 1.** Any reputable person (18 or over), business or corporation who lives in Nueces County, Texas, and who is in accord with the purpose of the organization and who is willing to cooperate in the accomplishment of its purpose may become a member.

**Section 2.** Individual membership fees shall be \$1 per annum, membership becoming effective from annual meeting to annual meeting with dues in ~~January~~ **February**. Failure on the part of any member to pay the annual fee shall be considered a termination of his membership, but any person whose membership is terminated in this manner may again become a member by payment of the annual membership. Membership for the Life of the member may be purchased for \$25.00. Members holding Life Membership shall maintain membership only if residing in Nueces County.

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**Section 3.** No member shall become in any manner liable for any expenses or other indebtedness of this organization other than 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. It is provided, however, that the Board of Directors may submit by mailed ballot to the membership for their decision, matters of timely importance. Decisions submitted to ballot vote of membership will be decided by a majority of the ballots returned.

**Section 5.** The annual meeting shall be held on the Tuesday in February between the San Antonio and Houston Livestock Shows for the purpose of reviewing the past show and electing directors, superintendent, and assistant superintendent. An annual report shall be given by the Secretary of the Association.

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**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 memberships meeting shall be mailed by the Secretary to each member at his last known address not later than five (5) days prior to the date of meeting.~~ Notice of all membership meeting shall be posted on the show website not later than five (5) days prior to the date of the meeting.

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

**Article III – Governing Body**

**Section 1.** The management, administration and rules of the affairs of this association shall be by a Board of Directors consisting of (19) voting members; 13 of which will be elected by a majority vote of the members present at the annual meeting of the association for a term of three (3) years, and the other six (6) members will consist of two (2) ag science teachers (selected by their membership), one (1) Family Consumer Science teacher/FCCLA advisor (elected by their membership) and the County Extension Agent-Ag, County 4-H Agent, ~~County Extension Agent – FCS/Youth~~ (who serve as long as they hold their respective position with the Nueces County Extension Service) and the Superintendent of the show as elected annually by the membership. The thirteen (13) members elected by the membership shall consist of the two (2) At-Large Board positions and one (1) person from each of the following school districts; Corpus Christi ISD, Robstown ISD, Calallen ISD, Tuloso Midway ISD, West Oso ISD, Bishop ISD, Agua Dulce ISD, Flour Bluff ISD, Banquete ISD, London ISD, and Driscoll ISD for a term of three (3) years. If at any time one of these districts has no one that is active in the Nueces County Junior Livestock Show or show lack of interest in the organization, that position will go vacant for the year and ~~if~~ if someone develops an interest, the nominating committee may bring the person up for nomination the following year for a 1 or 2 year term as is remaining for that school district.

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New Section 2: A director shall continually live within the school district he or she is representing during their term. At large directors shall continually live in Nueces County during their term.

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**Section 2.** A director as such shall not receive any compensation for their service as a director.

Comment [F1]: Change numbering after new section 2 added.

**Section 3.** It shall be the duty of a nominating committee to select nominees with a view of keeping the board of director's representative of the school districts noted in

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section 1 of this article, economic, cultural, and other interests of Nueces County and the Association.

1. The Chairman of the nominating committee shall be ~~an outgoing member of the executive committee and shall be elected by the board~~, appointed by the Executive Committee.
2. The Chairman shall nominate two active members who have served at least one (1) year on the Board to serve on the nominating committee.
3. The nominating committee will nominate at least one (1) candidate for each board of director's positions, soon to be vacant.
4. The nominating committee is advised to nominate potential directors six (6) months prior to the annual meeting. Nominees shall be encouraged to attend meetings prior to the annual election.

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A director may not be reelected the same year that his term expires, but is eligible for reelection the following year.

**Section 4.** The executive committee shall be elected annually by the board of directors, upon nomination by the president, one (1) member thereof, who with the immediate past president, the president, and the vice president, the secretary, and the treasurer, shall constitute an executive committee. They may exercise the policies of the board of directors when the board of director is not in session. A meeting may be called by the president or by any two executive members. The immediate past president shall serve in advisory capacity and does not have voting rights on the board.

**Section 5.** 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. Said officers shall hold ~~office for the ensuing year or until their successors are office for~~ the ensuing year or until their successors is elected.

Comment [F2]: Switch Section 4 & 5

**Section 6.** Nine (9) directors present at any regular or special meeting of the Board of Directors shall constitute a quorum to transact business, and any matter brought before a meeting of the Directors shall be decided by a majority.

**Section 7.** Special meeting of the Board of Directors shall be called by its President.

**Section 8.** Any member of the board unable to attend a meeting shall within 5 working days send a letter/fax or email -addressed to the President or Secretary stating the reason for his/her absence. If a director is absent from two (2) consecutive meetings for reasons which the board has failed to declare to be sufficient, his or her resignation shall be deemed tendered and accepted. Any director missing four (4) meetings in a calendar year, his or her resignation shall be deemed tendered and accepted.

**Section 9.** Any director may resign at any time by giving written notice to the president. The board will vote on the resignation, to approve or disapprove the resignation. Date

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and time will be in the letter of resignation. Any Director may be removed by a 2/3 vote by the entire membership at the board meeting. 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 of the respective school district in which the vacancy has occurred and the new member to be elected shall serve out the term of the director whom he or she is replacing. In case that such a vacancy is filled for less than twelve months before the annual meeting of the association, such time shall not be taken into consideration when determining the re-eligibility of such person to directorship.

**Section 10.** The Board of Directories 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 11.** The president shall be the principal elective officer of the association shall preside at meeting of the association, the board of directors, the executive committee, and shall be a member of office with right to vote on all committees except the nominating committee. The President shall also at the annual meeting and at other times that he or she shall deem proper, commit to the association and to promote the welfare and increase<sup>4</sup> the usefulness of the association. The President shall perform such other duties as are necessary incident to the office or as may be prescribed by the board. The president shall cosign the check with the treasurer.

**Section 12.** The Vice-President may be delegated by the president to perform the Presidents duties in the event of temporary disability or absence from meetings and shall have other duties as the President or the board may assign.

**Section 13.** The Secretary shall give notice at all meetings of the association; maintain a record of all proceedings.

**Section 14.** Written notification will be sent to each Director ~~seven (7)~~ **five (5)** days prior to a directors 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.~~ At the beginning of each new board term, a regular meeting date schedule is to be established by the Board of Directors for the coming year. Once approved, meeting date can only be changed by the Executive Committee providing it is not less than ~~7~~ **5** days prior to the meeting to be rescheduled. Notice of any date change must be ~~mailed~~ **emailed** to Board members immediately. All standing committees must set their dates for committee meeting (s) for the coming year. These dates are to be publicized by the show office to the association membership.

**Section 15.** The Treasurer shall attest documents, keep an account of the money received and expended by the association, and make disbursement authorized by the board and approved by such other officers as the board may prescribe. All sums received shall be deposited in the bank or banks, or trust company, approved by the

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board. The treasurer shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signatures of the treasurer and one other executive committee member. In no instance shall the check's payee by the sole authorization signature on the check. The funds, books, and vouchers in his or her hands shall, with the exception of confidential reports submitted by members, at all times he is subject to verification and inspection by the board. ~~The Treasurer shall cause an annual audit to be made of the association's financial record within sixty (60) days following the fiscal year end.~~ The Treasurer shall cause an annual audit to be made of the association's financial records no later than ninety (90) days prior to the fiscal year end.

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**Section 16. Insurance**

- (1) – Board of directors shall have Liability Insurance coverage at all times.
- (2) – The show and all activities shall carry Insurance.

**Article IV – Superintendent and Assistant Superintendent**

**Section 1.** The General Superintendent of the show shall be elected each year at the annual membership meeting by a majority vote of a quorum of the members present. He or she shall carry out duties assigned by the Board of Director and shall appoint the superintendents, chairmen and committee members of the various division of the show with approval of the board.

**Section 2.** The Assistant Superintendent shall be elected in a like manner as the Superintendent and assist the Superintendent in any way possible and perform the Superintendent's duties if he or she is absent.

**Section 3.** A division Superintendent:

- 1) Will be elected by each division for a period of three years and can be elected again by the committee
- 2) Meeting will be set by the Division Superintendent and Assistant Superintendent (elected)
- 3) Number of people in each division to be set by each division superintendent and assistant superintendent.
- ~~3)4) Minutes from division meetings shall be provided to the show office.~~

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**Article V – Appointment**

**Section 1.** The president shall annually appoint such standing committees or sub committees as are required by the by-laws, policies and procedures. The President may also appoint such special committees as he or she may deem necessary.

**Section VI – Rules for Meetings**

**Section 1.** Meetings will be governed by Robert's Rule or Order.

**Section VII – Amendments**

**Section 1.** The by-laws may be amended by two-thirds of votes cast by ballot or at a general meeting. Written notice of any proposed by-law amendment must be provided to the Show Office 30 days prior to the annual meeting. Proposed amendments will be provided to each of the organizations when written notification of the meeting date is sent to members.

**Article VIII**

**Section 1.** All contracts must have Board approval and a copy filed with the secretary before being signed by the Board President or designee. A copy of the finalized contract with all signatures must be returned to the secretary before any payments are made.