Bylaws
of
Kendall County Junior Livestock Association

(NOTE: **Kendall County Junior Livestock Association** will herein after be referred to as "corporation" or KCJLA and the **Certificate of Formation** of this corporation shall herein after be referred to as the "articles of incorporation" unless otherwise stated.)

Article 1
Offices

Section 1. Principal Office

The principal office of the corporation is located in **Kendall County**, State of **Texas**.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Current Address: **340 Hwy 46 E.**
Boerne, Texas 78006

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2
Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. Specific Objectives and Purposes

The specific objectives and nonprofit purposes of this corporation shall be:

1. To arrange for and hold the Kendall County Junior Livestock Show annually in order to encourage children and youth to advance their agricultural education through animal husbandry, to encourage children and youth to participate in agricultural activities and to further their overall academic achievement through positive goal setting toward attendance at a school of higher education of their choice.
2. To encourage children, youth, young men and women to become the future farmers and ranchers of Kendall County and the great state of Texas through educational experiences in the breeding and production of better livestock through the medium of the Kendall County Junior Livestock Show and all the activities that lead up to showing livestock.
3. Sponsor and hold annually a livestock show and auction sale, namely the Kendall County Junior Livestock Show, for children and youth as exhibitors who reside within Kendall County and who also qualify as per the guidelines set forth within the By-laws of this Corporation.
4. To further encourage the participation of children and youth as exhibitors by acting as an agent toward the auction of projects entered in the Kendall County Junior Livestock Show.

Article 3
Directors

Section 1. Number

The corporation shall have **(30) thirty directors** and collectively they shall be known as the board of directors or directors.

Section 2. Qualifications

Directors shall be 18 years or older and of legal age in the State of Texas. Other qualifications for directors of this corporation shall be as follows:

a. Nomination for director to this corporation can only be made by directors currently in good standing.

All directors must be in good standing with the Kendall County Junior Livestock Association. Directors are in "good standing" if they:

i. Miss no more than four (4) consecutive official board meetings.

ii. Miss no more than four (4) consecutive called workday meetings.

iii. Miss no more than 50% of all official board meetings in a calendar year.

iv. Miss no more than 50% of all called workday meetings in a calendar year.

b. To provide for county-wide representation on the board of directors, the following number of directors shall be elected: (9) nine who reside in the Boerne Independent School District, (9) nine who reside in the Comfort Independent School District, (12) twelve at large to maintain a total board membership of 30.

c. The County Extension Agent for Kendall County, the Vocational Agricultural Instructors at Boerne and Comfort ISD, and any assistants to these said men and women currently employed in these two respective districts shall serve in an advisory capacity to the board of directors.

Section 3. Elections

Members of the board of directors of this corporation shall be elected by the current **active members** at each March Annual Meeting. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected, shall be elected to serve on the board.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors as a group.

Section 5. Duties of all board members

It shall be the duty of each member of the board of directors to:

a. Perform any and all duties imposed on them collectively by the KCJLA Board or individually by law, by the articles of incorporation, or by these bylaws;

b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

d. Meet at such times and places as required by these bylaws on a regular basis;

e. Remain informed and regularly review all financial statements of the corporation;

f. Have a clear understanding of the mission and goals of the corporation;

g. Ensure that all legal requirements of this corporation are met;

h. Adopt sound policies and procedures that ensure the success of the mission of this corporation;

i. Register their addresses, email and or fax number with the secretary of the corporation, so that notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof.

Section 6. Term of Office

Each director shall hold office for a term of (3) three year and until his or her successor is elected and qualifies.

a. The board of directors shall consist of (30) thirty directors, ten (10) of which are to be elected at each annual meeting thereafter to serve three year terms.

b. A board member may succeed himself or herself as member of the Kendall County Junior Livestock Association (KCJLA) Board of Directors.

Section 7. Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 8. Place of Meetings

Board of Directors meetings shall be held at the principal grounds of the Kendall County Junior Livestock Association, currently located on Hwy 46 East of Boerne or at such other place as may be designated from time to time by resolution of the board of directors.

Section 9. Regular Meetings

Regular meetings of the Board of Directors shall be held on the 4th Tuesday of every month at 7:30 pm unless such day falls on a legal holiday, in which event the date and time of the regular meeting shall be determined by the Board of Directors.

Section 10. Special Meetings

Special meetings of the board of directors may be called in agreement by the president of the board, the first and second vice presidents, the treasurer, the secretary and any two other directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office/grounds of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.

b. **Special Meetings.** At least **one week prior notice** shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, email or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the facsimile or email notice by a return message or telephone call to the Secretary of the corporation within twenty-four hours of the first facsimile or email transmission.

c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

A quorum shall consist of a **total of sixteen (16)** of the (30) thirty members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, **no business shall be considered by the board at any meeting at which the required quorum is not present**, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Conduct of Meetings

a. Meetings of the board of directors shall be presided over by the president of the board, or, if no such person has been so designated or, in his or her absence, the 1st vice-president of the board or, in his or her absence, by the 2nd vice president of the board or, in the absence of each of these persons, by a chairperson chosen

by a majority of the directors present at the meeting. The secretary of the Board shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

b. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 15. Vacancies

a. Vacancies on the board of directors shall exist on the death, resignation, or removal of any director before the end of their term of office.

b. **Any director may resign effective upon giving written notice** to the president of the board, the vice president(s), the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

c. Directors may be removed from office, with or without cause, as per qualifications stated in Article 2 Section 2 and as permitted by and in accordance with the laws of this state. **Any director may be removed from the board of directors by a vote in favor from (16) sixteen of the (30) thirty members of the board of directors.**

d. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office for the duration of the term of that vacancy on the board of directors or until his or her death, resignation, or removal from office.

Section 16. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. The KCJLA board of directors and their assignees, committee members and other affiliated members or volunteers shall not be held liable for any injury, loss, or damages occurring on the KCJLA grounds.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, volunteer or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4
Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a 1st vice president, 2nd vice president, secretary, treasurer and reporter(s). The corporation may also have assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors. These officers shall be elected from the members of the board of directors at the regularly scheduled April meeting each year.

Section 2. Qualifications

Any person may serve as officer of this corporation if they qualify to be a director as per Article 3 Directors, Section 2 of these bylaws and are elected to serve on the board of directors, by the membership, at the Annual Meeting.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors at the next scheduled meeting, following the Annual Meeting, in April of each year and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve as per these bylaws, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time by a vote in favor from (16) sixteen out of (30) thirty of the members of the board of directors.

Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such written 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.

The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy among the officers of the board of directors caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by the board of directors by a majority vote. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall vote to fill the vacancy. Vacancies occurring in offices that have been appointed at the discretion of the board may or may not be filled as the board shall determine the need.

Section 6. Duties of the Officers:

The duties of the officers shall be to conduct the Annual Meeting of members at which the new board of directors is elected and installed; to conduct regular meetings of the board of directors for determining business affairs of the corporation; to appoint committees, arrange for and hold the Kendall County Junior Livestock Show and Sale and to handle such other business as is necessary to properly conduct the organization.

a. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the board of directors.

Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and at all meetings of the members.

Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

b. Duties of Vice President(s)

In the absence of the president, or in the event of his or her inability or refusal to act, the 1st vice president (followed in turn by the 2nd vice president) shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The 1st vice president (and the 2nd vice president) shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

c. Duties of Secretary

The secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
4. Be custodian of the records as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
5. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

d. Duties of Treasurer

The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

5. Exhibit, at reasonable times, the books of accounts and financial records to any director or member of the corporation, or to his or her agent or attorney, on request thereof, unless otherwise stated in these bylaws.
6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included as required reports at each official meeting of the board of directors.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Article 5
Committees

Section 1. Special Committee

The board of directors may, by a majority vote, designate a special committee consisting of members of the board of directors of this corporation and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote, the board may at any time revoke or modify any or all of the special committee authority so delegated. The special committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the

extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6
Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. **Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.**

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation **shall be signed either by the treasurer(s) or countersigned by the president of the corporation.**

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation with the exception of vehicles, boats, planes or other similar donations.

Section 5. Fiscal Year

The fiscal year for this corporation shall begin on June 1 and end on May 31 of each year.

Article 7
Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

a. Minutes of all meetings of directors, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

c. A record of its members, indicating their names and addresses, email and phone numbers and the class of membership held by each member and the termination date of any membership, if applicable.

d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation, as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights, presented at reasonable times and upon written request to the secretary of the corporation. The written request shall state the purpose for which the inspection rights are requested and such purpose must be reasonably related to such person's interest as a member:

a. To inspect members' names, and voting rights,

b. To inspect the books, records, or minutes of proceedings of the meetings of the members or of the board of directors or committees of the board

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of state law.

Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. The corporation shall retain the right to charge a reasonable fee for any and all copies or extracts created due to the fulfillment of this provision.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 8
IRS 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, 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 of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or

more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9
Amendment of Bylaws

Section 1. Amendment

a. The board of directors of this corporation is authorized to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

b. The adoption of any amendments or of any repeals of the bylaws or any part there of shall require, in no event, no less than a majority of the directors present voting in favor for the adoption of these bylaws, or any amendments thereto.

c. When it is deemed necessary or advisable by the Board of Directors to amend or change these bylaws, a written copy must be provided to all directors at least ten (10) days prior to the regular or called meeting at which such change(s) are to be acted upon.

Article 10
Construction and Terms

1. If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

2. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

3. All references in these bylaws to the articles of incorporation shall be to the **certificate of formation,** articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.
4. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Membership Provisions of the Bylaws of Kendall County Junior Livestock Association

Article 11 Members

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Annual Members

The qualifications for membership in this corporation are as follows:

a. Membership in the Kendall County Junior Livestock Association shall be on an annual basis.
b. All persons contributing the sum of $250 or more, or who have participated in the auction held in connection with the Kendall County Junior Livestock Show to the extent of paying $250.00 or more, above the floor price, shall designate the member representing that firm as show member.
c. All directors in good standing are members of the Kendall County Junior Livestock Association.

Section 3. Admission of Members

Applicants shall be admitted to membership on an annual basis.

Section 4. Number Of Members

There is no limit on the number of members the corporation may admit.

Section 5. Membership Book

The corporation shall keep a membership book containing the name and address, phone and email of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section 6. Non-liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 7. Non-transferability of Memberships

No member may transfer a membership or any right arising there from.

Section 8. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon a failure to renew his or her membership annually by complying with the qualifications in Article 11 Section 2 of these bylaws.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

All rights of membership cease at the end of the annual membership period, upon termination of membership as herein provided or upon the member's death.

Article 12
Meetings of Members

Section 1. Place of Meetings

The Annual Meeting of members shall be held at the principal office or grounds of the corporation or at such other place or places as may be designated from time to time by resolution of the board of directors.

Section 2. Annual Meeting

The Annual Meeting of members shall be held on the **4th Tuesday in March each year** for the purpose of electing directors and transacting other business as may come before the meeting.

Section 4. Notice of the Annual Meeting

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, **notice, stating the place, day, and hour of the Annual Meeting** and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than (14) fourteen nor more than (60) sixty days before the date of the meeting, either by publication in the currently available Kendall County newspapers or via various electronic media or through contact by mail.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Voting Rights

Each member is entitled to one vote toward the election of directors at the regular Annual Meeting.

Section 6. Conduct of Meetings

Meetings of members shall be presided over by the president of the board, or in his or her absence, by the 1st vice president of the board or, in his or her absence, by the 2nd vice president of the board or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the board shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rule of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.