

BYLAWS OF
CORYELL COUNTY JUNIOR LIVESTOCK ASSOCIATION, INC.

These Bylaws (referred to as the "Bylaws") govern the affairs of Coryell County Junior Livestock Association, Inc., a nonprofit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

ARTICLE 1

OFFICERS

1.01. Principal Office

The principal office of the Corporation in the State of Texas shall be located at the Coryell County Activities Complex, Gatesville, Texas 76528. The corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2

BOARD OF DIRECTORS

2.01. Management of the Corporation

The Board of Directors shall manage the affairs of the Corporation.

2.02. Number, Qualifications, and Tenure of Directors

The number of Area Directors shall not be less than twelve (12). Area Directors shall reside within the school district or FFA/4-H area for which they are elected. Each director shall serve for a term of two years. Six (6) At-Large Directors shall serve for 1 year and be residents of Coryell County. The terms of

the area directors shall be staggered so that the terms of half of the directors shall begin in even-numbered years and the terms of half of the directors shall begin in odd-numbered years. The directors rotating off during odd numbered years will be the:

Director 1 of Gatesville,
Director 1 of Copperas Cove
Director 3 of Copperas Cove
Director 1 of Jonesboro
Director 1 of Evant
Director 1 of Oglesby.

Directors rotating off the Board in even numbered years will be the:

Director 2 of Gatesville
Director 3 of Gatesville
Director 2 of Copperas Cove
Director 2 of Jonesboro
Director 2 of Evant
Director 2 of Oglesby.

2.03. Nomination of Directors

At any meeting at which the election of a director occurs, a Director may nominate a person with the second of any other Director. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

2.04. Election and Term of Directors

A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the members from the respective districts. Directors shall be elected at the annual meeting of the Board of Directors. A director may not serve more than two consecutive terms but may be re-elected after a break in service.

2.05. Vacancies

Any vacancy occurring in the board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled

by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or it is a sole remaining director. A director appointed to fill a vacancy shall serve the un-expired term of the predecessor in office.

2.06. Annual Meeting

The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

2.07. Regular Meetings

The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held within the County of Coryell, State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

2.08. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

2.09. Notice

Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than seven (7) and no more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

2.10. Quorum

A simple majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a

quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

2.11. Duties of Directors

Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as directors in this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise or ordinary care, the director acts in good faith, relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

2.12. Actions of Board of Directors

The Board of Directors shall try to act by consensus. However, the vote of a majority of the directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors.

2.13. Proxies

A director may not vote by proxy.

2.14. Compensation

Directors shall not receive salaries for their services. The Board of Directors may not adopt a resolution providing for payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

2.15. Removal of Directors

The Board of Directors may vote to remove a director at any time, only for good cause. Good cause for removal of a director shall include the unexcused

failure to attend three (3) consecutive meetings of the Board of Directors or two (2) workdays during the year. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda and the notice shall state the possible cause for removal. The director shall have the right to present evidence at the meeting as to why he or she should not be removed and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of FIFTY (50) percent of the Board of Directors.

ARTICLE 3

OFFICERS

3.01. Officer Positions

The officers of the Corporation shall be a president, one (1) vice president(s), a secretary, and a treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

3.02. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held thereafter as soon as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office. Officers must be nominated from the pool of Directors currently serving.

3.03. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with good cause. The removal of an officer shall be without prejudice to the contract rights, if any of the officer.

3.04. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

3.05. President

The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and the Board of Directors and the president shall call special meetings of the Board and of the membership. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president. The president shall be a non-voting member of the Board of Directors and shall only cast a vote in the event of a tie.

3.06. Vice-President

When the president is absent, is unable to act, or refuses to act, a vice-president shall perform the duties of the president. When a vice-president acts in place of the president, the vice-president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one (1) vice-president, the vice-presidents shall act in place of the president in the order of the votes received when elected. A vice-president shall perform other duties as assigned by the president or board of directors.

3.07. Treasurer

The treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.

- d. Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$50.00 (Fifty Dollars) without the signature of the president or a vice-president in addition to the signature of the treasurer.
- e. Maintain the financial books and records of the Corporation.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the president or by the Board of Directors.
- h. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- i. Perform all duties incident to the office of treasurer.

3.08. Secretary

The Secretary shall:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- c. Maintain custody of the corporate records and of the seal of the Corporation.
- d. Affix the seal of the Corporation to all documents as authorized.
- e. Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.
- f. Perform duties as assigned by the president or by the Board of Directors
- g. Perform all duties incident to the office of secretary.

ARTICLE 4
COMMITTEES

4.01. Establishment of Committees

The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- a. Amend the articles of incorporation.
- b. Adopt a plan of merger or plan of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- d. Authorize the voluntary dissolution of the Corporation.
- e. Revoke proceedings for the voluntary dissolution of the Corporation.
- f. Adopt a plan for the distribution of the assets of the Corporation.
- g. Amend, alter or repeal the bylaws.
- h. Elect, appoint, or remove a member of the committee or a director or officer of the Corporation.
- i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.02, below.
- j. Take action outside the scope of authority delegated to it by the Board of Directors.

4.02. Authorization of Specific Committees

There may be the following committees but this list is not inclusive and other Committees may be established by the Board of Directors as the need arises:

- a. Coryell County Youth Fair.
- b. Financial.
- c. Public Relations.
- d. Sponsorship.
- f. Marketing.
- g. Events.
- h. Scholarships.

The Board of Directors shall define the activities and scope of authority of each committee by resolution.

4.03. Term of Office

Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the un-expired portion of the terminated committee member's term.

4.04. Chair and Vice-Chair

One member of each committee shall be designed as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the president of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the

vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

4.05. Notice of Meetings

Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, date and time of the meeting, and the purpose or purposes for which the meeting is called.

4.06. Quorum

One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

4.07. Actions of Committees

Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

4.08. Proxies

A committee member may not vote by proxy.

4.09. Compensation

Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services.

Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

4.10. Rules

Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

ARTICLE 5

TRANSACTIONS OF THE CORPORATION

5.01. Contracts

The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

5.02. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors select.

5.03. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

5.04. Potential Conflicts of Interest

The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles in incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or

otherwise transact business with a director, officer or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors not including the vote of any person having a personal interest in the transaction.

5.05 Prohibited Acts

As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no member, director, officer, or committee member of the Corporation shall:

- a. Do any act in violation of the bylaws or binding obligation of the Corporation.
- b. Do any act with the intention of harming the Corporation or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- d. Receive an improper personal benefit from the operation of the Corporation.
- e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this corporation.
- f. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- g. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- h. Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 6

BOOKS AND RECORDS

6.01. Required Books and Records

The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b. A copy of the bylaws, and any amended versions or amendments to the bylaws.
- c. Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- d. A list of the names and addresses of the directors, officers, and any committee members of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- f. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

6.02. Inspection and Copying

Any director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so at a reasonable time

no later than five working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed ten (10) cents per page. The Corporation shall provide requested copies of books or records no later than five working days after the Corporation's receipt of a proper written request.

ARTICLE 7

FISCAL YEAR

7.01. Corporation's Fiscal Year

The fiscal year of the Corporation shall begin on the first day of April and end on the last day in March in each year.

ARTICLE 8

INDEMNIFICATION

8.01. When Indemnification is Required, Permitted and Prohibited

- a. The corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- b. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- c. The Corporation shall pay or reimburse expenses incurred by a director, officer, member committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer committee member, employee or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 8.01 (a), above.
- e. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expense to a person before the final disposition of a proceeding if: the person is named defendant or respondent in an proceeding brought by the corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- f. If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

8.02. Procedures Relating to Indemnification Payments

- a. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 8.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

- i. Majority vote of a quorum consisting of directors who, at the time of the vote are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 8.02(a)(i) or 8.02 (a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- b. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 8.02(a)(iii), above governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 8.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 8.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be

secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 9

NOTICES

9.01. Notice by Mail or Telegram

Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice shall be deemed delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records on the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the secretary of the Corporation.

9.02. Signed Waiver of Notice

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

9.03. Waiver of Notice by Attendance

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 10

SPECIAL PROCEDURES CONCERNING MEETINGS

10.01. Meeting by Telephone

Any decision required or permitted to be made at a meeting of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the

notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

10.02. Decision Without Meeting

Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation records.

ARTICLE 11

AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 12

MEMBERSHIP

12.01. Open Membership Requirements

Qualification of Membership – the Coryell County Junior Livestock Association is open to all persons regardless of socioeconomic level, race, color, sex, religion, disability or national origin. Any firm, partnership, corporation or association that practices the same membership/employment guidelines may become members if they have expressed a desire to support the goals and aims of this organization. To retain or obtain membership, individuals, firms, partnerships, co-operations and associations must agree to pay the annual membership fee, keep and abide by the Bylaws and other such resolutions and regulations relating to the management and operation of the Corporation as are adopted by the Board.

ARTICLE 13

MISCELLANEOUS PROVISIONS

13.01. Legal Authorities Governing Construction of Bylaws

The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they be amended from time to time.

13.02. Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

13.03. Headings

The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

13.04. Seal

The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Coryell County Junior Livestock", "Texas" in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

13.05. Power of Attorney

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

13.06. Parties Bound

The bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees, members and agents of the corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of CORYELL COUNTY JUNIOR LIVESTOCK ASSOCIATION, INC. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on the _____ day of _____ in the year of _____.

Signature

Typed or Printed Name
Secretary of the Corporation

Dated: _____

Approved in content and form by the Directors and officers of the Corporation

1. _____
Printed Name _____
Office Held _____

2. _____
Printed Name _____
Office Held _____

3. _____
Printed Name _____
Office Held _____

4. _____
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Office Held _____

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Printed Name _____
Office Held _____

14. _____
Printed Name _____
Office Held _____

15. _____
Printed Name _____
Office Held _____

16. _____
Printed Name _____
Office Held _____

17. _____
Printed Name _____
Office Held _____

18. _____
Printed Name _____
Office Held _____