

**CONSTITUTION AND BY-LAWS OF
THE LEE COUNTY JUNIOR LIVESTOCK SHOW INCORPORATED**

ARTICLE I – NAME

The name of the corporation shall be the Lee County Junior Livestock Show, Incorporated.

ARTICLE II – PURPOSE

The purpose or purposes for which the corporation is organized are: to create, operate, and maintain facilities for the Lee County Junior Livestock Show and to provide an organization for the organization for the conduct of such shows; to encourage and support interest and improvement for poultry, livestock, horticulture, and related interests, through education, training, parades, exhibits, displays and related activities.

ARTICLE III – MEMBERSHIP

Any person may become a member of this organization provided they live in Lee County, or have students enrolled in a Lee County school, or meet eligibility requirements for the Lee County Junior Livestock Show, and pay \$5.00 annual dues. The annual dues of \$5.00 must be paid after each year's annual Lee County Junior Livestock Show and on/or prior to each year's annual meeting in order to maintain active membership. Each active member is entitled to all privileges, including the right to vote. *(Amended May 23, 2005)*

ARTICLE IV – DIRECTORS

The Board of Directors of the Lee County Junior Livestock Show, Inc. shall be composed of fifteen (15) members. The fifteen (15) Directors shall be elected by a plurality vote of those present at the annual meeting of each year. There shall be three (3) Directors elected from each school district (Dime Box, Giddings, Lexington). Any active member, 21 years of age or older, is eligible to serve on the Board of Directors. The term of office of each Director shall be three (3) years. Any Director that misses three (3) consecutive meetings will be automatically relieved of his or her duties as Director. Any vacancy on the Board of Directors may be filled by a majority of the remaining Directors. *(Amended May 7, 1984; Amended May 23, 2005)*

ARTICLE V – OFFICERS

Immediately following each annual election of officers, and following the organization meeting at which this constitution and by-laws were adopted, the Board of Directors elected shall hold a meeting and elect, from their number, a President and Vice-President. They shall elect a Secretary and Treasurer, who may or may not be a member of the Board of Directors. Such Officers shall serve until the next annual meeting or until their successors are qualified. No Officer shall serve more than two (2) years, except the Secretary and Treasurer.

The President shall preside at all meetings, and shall be the Chief Executive Officer of the organization, and an ex-officio member of all committees.

The Vice-President shall serve in all capacities of the President in the absence of the President.

The Secretary shall keep all records of meetings and transactions of the organization and the Board of Directors, and attend to all correspondence.

The Treasurer shall be custodian of all funds of the organization. All funds of the organization shall be dispensed by check, bearing the signature of the President or Treasurer. In case of inability of the President and/or Treasurer to sign checks, the Board of Directors shall designate one of their members to execute the duties of the President and/or Treasurer.

Standing committees will consist of Finance and Audit Committees. Each committee will consist of three (3) members appointed annually by the Board of Directors. Committees will be appointed prior to the September Board meeting. No member shall serve on any committee for more than three (3) con-current years.

The Finance committee shall review the financial status of the organization and present recommendations to the Board of Directors at the September meeting and/or whenever necessary.

The Audit committee shall audit the books and submit a report to the Board of Directors at their monthly meeting in November.

A majority of the Board of Directors shall constitute a quorum. The Board of Directors shall meet monthly at a time and place so designated. *(Amended May 23, 2005)*

ARTICLE VI – ELECTION OF DIRECTORS

At least 30 days prior to the annual meeting, the President, with approval of the Board of Directors, shall appoint a nomination committee, composed of three (3) members, not more than one from the Board of Directors, who's duty it shall be to nominate members for the vacancies to be filled and present their nomination to the membership at its annual meeting. Additional nominations may be made from the floor at the annual meeting. The consent of the nominee shall be obtained before nominated. A majority vote of those active members at such annual meeting shall elect such nominees as Directors. A quorum shall not be less than 10% of the current membership. Voting shall be by written ballot. *(Amended May 23, 2005)*

ARTICLE VII – DUTIES

The Board of Directors shall be vested with full authority and power given to the Lee County Junior Livestock Show, Inc. It shall be the duty of the Board of Directors, and they shall have the power and authority to solicit and receive funds and due in the promotion of the objectives of the organization.

ARTICLE VIII – ANNUAL MEETING

There shall be an annual meeting of the membership within 90 days after the annual show of each year. The day, time, and place of such meeting to be set by the Board of Directors at 10 days in advance of the meeting, and the Secretary shall notify in writing, all previous and current years active members of the date, time, and place of such meeting at least three (3) days before such meetings.

Other membership meetings may be called from time to time at the call of the President and/or Board of Directors; or 10% of the active membership may petition the Secretary to call a meeting and he/she shall call such a meeting. Notice of such meetings must be mailed by the Secretary to all active members at least three (3) days before such meetings. *(Amended May 23, 2005)*

ARTICLE IX – FUNDS

The Board of Directors shall designate a depository for all funds of the organization.

ARTICLE X – AMENDMENTS

This constitution and by-laws may be amended at any annual membership meeting by a two-thirds vote of the active members at such meeting. Proposed amendments shall be submitted in writing to the Board of Directors thirty (30) days prior to the annual meeting. Amendments may also be made by a two-thirds vote of the active members present at a called meeting of the membership, provided a written notice is mailed to each active member ten days prior to such meeting stating the purpose of such called meeting for the amendment of the constitution and by-laws.

ARTICLE XI – INCORPORATION

Provided that the meeting of the active membership in Giddings, Texas, on September 12, 1977 at 7:30 pm at Giddings High School FFA Shop, for the purpose of incorporation of the Lee County Junior Livestock Show Association by a majority vote of those attending such meeting ratified this constitution and by-laws and authorized the incorporation of the existing association.

Amended – May 7, 1984

Amended – May 23, 2005