

CONSTITUTION AND BY-LAWS  
OF THE COMAL COUNTY JUNIOR LIVESTOCK SHOW ASSOCIATION, INC.

I.

PURPOSE

THE PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE TO UNITE THE PARENTS AND OTHER INTERESTED ADULTS TO HELP AND ENCOURAGE THE YOUNG PEOPLE ENGAGED IN 4-H AND FUTURE FARMERS OF AMERICA ACTIVITIES IN THEIR WORK OF ACQUAINTING THEMSELVES WITH THE WAYS, MANNER, AND MEANS OF RAISING AND TENDING BETTER LIVESTOCK, AND SELLING THE SAME TO THE BEST ADVANTAGE AND TO ASSIST THEM IN PROMOTING THEIR EXHIBITS AND MAKING THE MOST SUCCESSFUL SALES OF THEIR LIVESTOCK, AND ANY AND ALL OTHER PURPOSES PERMITTED BY LAW.

II.

NAME

THE NAME OF THE CORPORATION SHALL BE THE COMAL COUNTY JUNIOR LIVESTOCK SHOW ASSOCIATION, INC.

III.

MEMBERSHIP

ANY ADULT INTERESTED IN THE 4-H AND FFA ACTIVITIES IS ELIGIBLE FOR MEMBERSHIP IN THE CORPORATION. ANY SUCH PERSON MAY BECOME A MEMBER OF THE CORPORATION UPON PAYMENT OF ANNUAL DUES IN THE AMOUNT ESTABLISHED BY 2/3 VOTE OF THE MEMBERS PRESENT. ANNUAL DUES ARE DUE DECEMBER 1<sup>ST</sup>. TYPES OF DUES SHALL BE INDIVIDUAL (1 VOTE) AND FAMILY (2 VOTES).

IV.

GOVERNING BODY

- A. THE BOARD OF THIS CORPORATION SHALL CONSIST OF FIFTEEN (15) DIRECTORS AND THE EXECUTIVE COMMITTEE (PRESIDENT, VICE-PRESIDENT, EXECUTIVE SECRETARY, RECORDING SECRETARY, AND TREASURER). THE EXECUTIVE COMMITTEE SHALL BE ELECTED BY THE BOARD ANNUALLY. THE IMMEDIATE PAST-PRESIDENT IS AN EX OFFICIO MEMBER OF THE EXECUTIVE COMMITTEE. ANY PERSON NOMINATED FOR THE PRESIDENT OR VICE-PRESIDENT POSITIONS MUST BE A CURRENT DIRECTOR, ASSISTANT DIRECTOR OR

EXECUTIVE COMMITTEE MEMBER. NOMINATIONS WILL BE MADE FROM THE MEMBERSHIP OF THOSE WHO ARE QUALIFIED.

- B. THE PRESIDING OFFICERS SHALL BE ELECTED ANNUALLY; FIVE DIRECTORS SHALL BE ELECTED ANNUALLY AND SHALL SERVE THREE-YEAR TERMS. DIRECTORS MUST HAVE SERVED AS A PREVIOUS DIRECTOR OR ASSISTANT DIRECTOR TO BE NOMINATED OR ELECTED (BEGINNING WITH THE MAY 2011 ELECTION).
- C. THE EXECUTIVE COMMITTEE SHALL BE ELECTED BY THE BOARD.
- D. ANY MEMBER OF THE GOVERNING BODY WHO HAS RECEIVED THE PROPER NOTICE OF THE GENERAL MEETINGS OF THE CORPORATION AND WHO STILL MISSES THREE CONSECUTIVE MEETINGS IS DEEMED AUTOMATICALLY REMOVED FROM THE GOVERNING BODY WITHOUT THE REQUIREMENT OF A VOTE FROM THE REMAINING MEMBERS OF THE GOVERNING BODY.
- E. ANY VACANCY OCCURRING IN THE GOVERNING BODY SHALL BE FILLED BY A VOTE OF THE REMAINING MEMBERS OF THE GOVERNING BODY. A VACANCY IS FILLED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE REMAINING GOVERNING BODY MEMBERS, EVEN IF IT IS LESS THAN A QUORUM, OR IF IT IS THE SOLE REMAINING MEMBER. A MEMBER ELECTED TO FILL A VACANCY SHALL BE ELECTED FOR THE UNEXPIRED TERM OF THE PREDECESSOR IN OFFICE.
- F. THE PRESIDENT SHALL APPOINT ANNUALLY A NOMINATING COMMITTEE CONSISTING OF ONE DIRECTOR, ONE SUPERINTENDENT AND ONE MEMBER. THE NOMINATING COMMITTEE SHALL MAKE THEIR REPORT AT THE APRIL MEETING.
- G. THERE WILL BE NINE (9) ASSISTANT DIRECTORS SERVING ONE THREE YEAR TERM. THE TENURE OF THE NINE ASSISTANT DIRECTORS INITIALLY ELECTED SHALL BE DETERMINED BY THE NUMBER OF VOTES RECEIVED (3 YEAR TERMS FOR THE TOP 3 VOTE RECIPIENTS, 2 YEAR TERMS FOR THE NEXT 3, ETC). ASSISTANT DIRECTORS WILL NOT BE A PART OF THE BOARD (GOVERNING BODY) AND AS SUCH DO NOT HAVE VOTING RIGHTS ON THE BOARD. EACH WILL BE ASSIGNED TO ONE OF THE LIVESTOCK SUPERINTENDENTS, AUCTION COMMITTEE, CONCESSION COMMITTEE, OR GALA/SILENT AUCTION COMMITTEE. ANY VACANCY OCCURRING IN THIS GROUP WILL BE FILLED BY A VOTE OF THE MEMBERS OF THE GOVERNING BODY. A VACANCY IS FILLED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE GOVERNING BODY MEMBERS, EVEN IF IT IS LESS THAN A QUORUM, OR IF IT IS THE SOLE REMAINING MEMBER. AN ASSISTANT DIRECTOR ELECTED TO FILL A VACANCY SHALL BE ELECTED FOR THE UNEXPIRED TERM OF THE PREDECESSOR IN OFFICE.

V.

#### MEETINGS

MEETINGS OF THE CORPORATION SHALL BE FROM TIME TO TIME AS CALLED BY THE PRESIDENT OR AS SET BY THE OFFICERS, EXCEPT THAT THE ANNUAL MEETING FOR THE ELECTIONS OF OFFICERS SHALL BE ON THE 1<sup>ST</sup> MONDAY IN MAY.

SPECIAL MEETINGS OF THE GOVERNING BODY AND/OR OFFICERS MAY BE CALLED BY OR AT THE REQUEST OF THE PRESEIDENT OR ANY FOUR OFFICERS. A PERSON AUTHORIZED TO CALL SPECIAL MEETINGS OF THE GOVERNING BODY MAY FIX ANY PLACE WITHIN COMAL COUNTY 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 AND THE SECRETARY SHALL GIVE NOTICE TO THE MEMBERS OF THE GOVERNING BODY AT LEAST TEN DAYS IN ADVANCE OF THE MEETING UNLESS OTHERWISE AGREED TO BY ALL MEMBERS OF THE GOVERNING BODY.

VI.

RULES AND REGULATIONS

- A. THE MEMBERSHIP SHALL LOOK TO THE OFFICERS FOR LEADERSHIP AND RECOMMENDATIONS, BUT ALL DECISIONS SHALL BE MADE BY THE GENERAL MEMBERSHIP, EXCEPT THOSE MATTERS REFERRED TO THE OFFICERS FOR THE FINAL DECISIONS.
- B. THE GENERAL MEMBERSHIP SHALL FROM TIME TO TIME PROMULGATE RULES AND REGULATIONS CONCERNING THE COMAL COUNTY JUNIOR LIVESTOCK SHOW ASSOCIATION, INC.
- C. AT ALL MEETINGS OF THE GENERAL MEMBERSHIP AND OF THE GOVERNING BODY, ROBERT'S RULES OF ORDER SHALL CONTROL TO THE EXTENT THAT THE SAME NOT BE IN CONFLICT HEREIN.
- D. A QUORUM SHALL BE CONSIDERED TO BE THOSE PRESENT AT ANY MEETING, AFTER REASONABLE NOTICE HAS BEEN GIVEN TO THE MEMBERSHIP OF SUCH MEETING.

VII.

AMENDMENT

THIS CONSTITUTION AND BY-LAWS MAY BE AMENDED AT ANY TIME AT ANY MEETING OF THE GENERAL MEMBERSHIP UPON A VOTE OF TWO-THIRDS OF THOSE PRESENT, PROVIDED THAT WRITTEN NOTICE WAS GIVEN TO THE MEMBERSHIP OF THE GENERAL MEETING.

ADOPTED THIS THE 10<sup>TH</sup> DAY OF JANUARY, 1972.  
REVISED/AMENDED 1984, 1999, 2002, 2006, 2010

AMENDED THE 2<sup>nd</sup> DAY OF MAY, 2011.