

## **ARTICLE ONE**

### **REGISTERED OFFICE**

1.01 The registered office of the corporation is located at 100 Cornerstone Road, Fredonia, Texas, and the name of the registered agent of the corporation at such address is Gary Jennings.

## **ARTICLE TWO**

### **MEMBERSHIP/ELIGIBILITY**

#### **Residency**

2.01 Members wanting to participate in the Texas Lamb Breeders Association must be a resident of Texas.

#### **Eligibility**

2.02 In order for lambs to be registered with the TLBA, they must be born on Texas property.

2.03 All breeds will be accepted in TLBA. However, they will be placed into a breed accordingly, based on the rules and regulations of the show that they are entered in.

#### **Agreement for Verification**

2.04 Any member who has given question to the executive committee in response to section 2.02, will be subject to an unscheduled inspection. The TLBA executive board deserves the right to investigate when there is questioning on members and registered lambs. Any member not abiding to the By-Law will be dismissed. Furthermore, the executive committee may ask for DNA testing at the owners expense if further questioning proceeds.

#### **Invitational Organization**

2.05 The TLBA is an invitational organization and therefore, reserves the right to extend or withhold an invitation of membership to any current or future breeder or member. This can only be done by a 2/3 majority vote of the Board of Directors.

#### **Disqualification**

2.06 The TLBA, through a majority vote of its Board of Directors, reserves the right to condemn and/or disqualify any animal that is inappropriately tagged and revoke the membership of any member who violates of proper eartagging protocol. Furthermore, any financial gains by a lamb with falsified tagging credentials in the form of scholarship, exhibitor recognition, or add-on money provided by the TLBA must be returned to the TLBA immediately upon request. Any member guilty of inappropriate tagging, distribution of tags, falsifying ownership (as evidenced, for example, by a lamb with a TLBA tag advertised by any out-of-state breeder via web site, flyer etc...), or falsifying location of ownership may

forfeit all rights and privileges of membership in the TLBA. This can only be done by a 2/3 majority vote of the Board of Directors.

#### Director Membership

2.07 Membership dues - \$350.00 first year, \$200.00 annually each year thereafter. These members are eligible to hold office or serve as a director. This type membership also includes voting rights and membership sign. Annual dues are due before Dec. 31st each year.

#### Regular Membership

2.08 Membership dues - \$200.00 annually. This type membership includes voting rights and membership sign. Annual dues are due before Dec. 31st each year.

#### Associate/Corporate Membership

2.09 Membership dues - \$500.00 annually. This type of membership includes membership sign and recognition at any function of the TLBA. Annual dues are due before Dec. 31st each year.

### **ARTICLE THREE**

#### ORGANIZATIONAL MEETINGS

##### Place of Meetings

3.01 All meetings of the Association shall be held within the state, as may be designated for that purpose, by the Board of Directors.

##### Time of General Meeting

3.02 If a general meeting of the association is held, it shall be held after the December 31st deadline for all memberships to be renewed.

##### Notice of Meetings

3.03 Notice of meetings, stating the place, day, and hour of the meeting, and in case of special meeting, the purpose for which the meeting is called, shall be given to each member entitled to attend at least 10 days, but not more than 50 days before the date of the meeting.

##### Voting

3.04 Only persons whose names appear on the records of the Association on the date on which notice of the meeting is mailed shall be entitled to vote at such meeting, unless some other day is fixed by the Board of Directors for the determination of members of record. Voting for election of Directors shall be by mail ballot or email ballot to the Executive Secretary/Treasurer at the registered office of the Association.

##### Proxies

3.05 Every person entitled to vote or execute consents may do so either in person or by written proxy executed in writing by the member or his duly authorized attorney in fact.

#### Action Without a Meeting

3.06 Action without a meeting may be taken by the Executive Committee consisting of the officers of the Association, and four (4) regular members of the Association who are appointed by the President.

3.07 Any action without a meeting that has to do with financial matters requires a unanimous vote of the Executive Committee for said action to take effect.

3.08 Action without a meeting may be taken using mailed ballots concerning such action that are mailed to every member of the record in the Association. Members must be given a minimum of ten (10) working days to return their ballots to the Executive Secretary/Treasurer.

## ARTICLE FOUR

### DIRECTOR

#### Powers

4.01 The Directors shall act only as a board and an individual director shall have no powers as such. All corporate powers of the corporation shall be exercised by, or under the authority of, and in the business and affairs of the corporation and shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the articles of incorporation, or these By-laws, as to actions to be authorized or approved by these members. The Board of Directors may by contact or otherwise, give general or limited or special power and authority to the officers and employees of the corporation to transact the general business, or special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring such authorization.

#### Number and Qualifications of Directors

4.02 The Association shall have a total of seventeen (17) Directors. The number of Directors may be increased or decreased from time to time by amendment of these By-laws for no decrease shall have the effect of shortening the term of any incumbent director. Any directorship filled by reason of an increase in the number of Directors shall be filled by election by the members of the Association.

#### Election and Term of Office

4.03 Directors shall be elected to two (2) year terms with eight (8) being elected on even number years and seven (7) being elected on odd numbered years. The immediate Past President and the Executive Secretary/Treasurer shall count as two of the directors. These Directors shall hold office until their respective successors are elected or until their resignation or death.

## Vacancies

4.04 Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum.

## Removal of Directors

4.05 The entire Board of Directors or any individual Director may be removed from office with or without cause by vote by the majority of the voting rights members.

## Place of Meetings

4.06 All meetings of the Board of directors shall be held at various locations within the State as may be designated from time to time by the President of the Board of Directors.

## Regular Meetings

4.07 Regular meetings of the Board of Directors shall be held at least once a year.

## Special Meetings

4.08 Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if he is absent or unable to act, by the 1st Vice President. Notices of the special meeting stating the time, purpose and place shall be given to each Director in a timely and convenient manner.

## Quorum

4.09 A quorum is needed to conduct business. Every act done or made by the majority of the Directors present shall be regarded as the act of the Board of Directors.

4.10 In the case of a meeting that does not have a quorum present, the President or, if he is absent or unable to act, the next presiding officer, may use a conference call to enough Directors to make a quorum, so that a vote can be taken to conduct business. Action taken in this manner shall be regarded as the act of the Board of Directors.

## Board Action Without Meetings

4.11 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of the Directors if such action is taken by the Executive Committee that is appointed by the President.

## Conduct of Meetings

4.12 The President, or in his absence any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Association, or in his absence, any person appointed by the presiding officer, shall act as secretary of the Board of Directors.

## Indemnification of Directors and Officers

4.13 The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine levied against present or former Directors, officers, or employees of this corporation as provided by Article 2.02 (A) (16) of the Business Corporation Act.

## **ARTICLE FIVE**

### Executive Committee

#### Appointment and Duties

5.01 An Executive Committee will be appointed by the President at the time of his election. This committee shall, from time to time, be called upon to transact business for the Association when time is of the essence and certain decisions relative to the Association must be made post haste. All decisions made by the Executive Committee shall be regarded with the same force and effect as a unanimous vote of the Board of Directors.

#### Make up of the Executive Committee

5.02 The Executive Committee shall be made up of the officers of the Association, the immediate past president and two additional non-officer directors of the Association. The officers shall be the President, 1st Vice President, 2nd Vice President and the Executive Secretary/Treasurer.

## **ARTICLE SIX**

### OFFICERS

#### Title Appointment and Term of Office

6.01 The officers of the Association shall be a President, 1st Vice President, 2nd Vice President, Executive Secretary/Treasurer, Immediate Past President and such assistants and other officers as the Board of Directors shall from time to time determine. All officers shall be elected by and hold office at the pleasure of the Board of Directors. Officers will be elected by the Board of Directors on even numbered years.

#### Powers and Duties of Officers

6.02 The officers of the Association shall have the powers and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

## **ARTICLE SEVEN**

### EXECUTION OF INSTRUMENTS

7.01 The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other persons, to execute any Association instrument or document, or to sign the Association name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Association.

## **ARTICLE EIGHT**

### **RECORDS AND REPORTS**

#### **Inspection of Books and Records**

8.01 All books and records provided for the stature shall be open to inspection of the members from time to time and to the extent expressly provided by stature, and not otherwise. The Directors may examine such books and records at all reasonable times.

## **ARTICLE NINE**

### **AMENDMENT OF BYLAWS**

#### **Amendment of Bylaws**

9.01 The power to alter, amend, or repeal these Bylaws is vested in the Directors, subject to repeal or change by action of the members.