

**JOHNSON COUNTY LIVESTOCK & AGRICULTURE  
ASSOCIATION, INC.  
CONSTITUTION AND BY-LAWS**

**ARTICLE – NAME**

**SECTION 1:** The name of this non-profit organization shall be the **JOHNSON COUNTY LIVESTOCK & AGRICULTURE ASSOCIATION, INC.**

**SECTION 2** The organization shall have a seal which shall be in the following form:

**SECTION 3:** The place in which this state where the principle office of the corporation is to be located is the City of Cleburne, Johnson County.

**SECTION 4:** The organization may, at its pleasure, by a vote of the membership change its name.

**ARTICLE II PURPOSE**

**SECTION 1:** The said corporation is organized exclusively for educational purposes through promoting farm youth organizations (i.e. 4-H, FFA and FCCLA), livestock shows and youth fairs, and agriculture in general, 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 of 1954 (or the Corresponding provisions of any future United States Internal Revenue Laws).

**ARTICLE III –MEMBERSHIP & DUES**

**SECTION 1:** THE Corporation shall be of membership only, for Johnson County citizens and others interested in agriculture.

**SECTION 2:** Membership dues shall be \$15.00 per person. Each membership will entitle the holder to one vote in the annual membership banquet. Membership will be valid one (1) year and must be renewed each year. (Note 3) (Note 6)-(Note7)

**ARTICLE IV – EARNINGS DISTRIBUTION**

**SECTION 1:** No part of the net earnings of the corporation shall insure to the benefit of or be distributable to its members, 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 purpose set forth in ARTICLE II hereof.

**SECTION 2:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

**SECTION 3:** Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law).

## **ARTICLE V – MANAGEMENT**

**SECTION 1:** The management and administration of the affairs of the Johnson County Livestock and Agriculture Association, Inc. will be by a Board of Directors. The Board of Directors shall be comprised of fifteen (15) elected members, and six (6) board appointed members. The Honorary Board of Directors shall be comprised of one voting delegate teacher representative from each FFA chapter in the county and two (2) county extension office members. (Note 4) (Note 7)

**SECTION 2:** Nominees for the Board of Directors shall be voted on each year at the annual Membership Meeting. Each year, every FFA Chapter may submit (2) nominees for the Board of Directors and the Johnson County Extension Office may submit (4) nominees for the Board of Directors. Out going board members must be re-nominated to be eligible for re-election, outgoing board members will not automatically be put on the ballot. (Note 5) (Note 7)

**SECTION 3:** From the nominees presented, the membership shall elect five (5) board members for a term of three (3) years. Each year the Board of Directors shall appoint two (2) board members for a term of three (3) years. (Note 4) (Note 7)

**SECTION 5:** Elected Board of Directors must be members of the Johnson County Livestock and Agriculture Association, Inc. and must attend at least five (5) regular associations meeting each year. (Note 4) (Note 7)

**SECTION 6:** A General Superintendent shall be appointed to coordinate the activities of the annual Johnson County Junior Livestock Show. Division Superintendents shall be appointed to coordinate the show activities of each project division (i.e., steer, lamb, swine, and youth fair) created by the board. Each year, the President shall appoint a board member to serve as General Superintendent and the President with the aid of the General Superintendent shall appoint board members to serve as Division Superintendents. (Note 5)

#### **ARTICLE VI – VACANCIES**

**SECTION 1:** The Board of Directors may fill any vacancy in the Board of Directors for the remainder of the unexpired term. (Note 6) (Note 7)

#### **ARTICLE VII – EXTENSION OFFICE AND FFA DIRECTORS**

**SECTION 1:** One Vocational Agriculture Teacher of the FFA chapter and two representatives of the Johnson County Extension Service will serve as Honorary Directors. (Note 1) (Note 7)

#### **ARTICLE VIII – OFFICERS**

**SECTION 1:** The officers of the Association shall be a President, Vice-President, Treasurer, and Secretary.

#### **ARTICLE IX – TERM OF OFFICE**

**SECTION 1:** The President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors and will serve for a one (1) year term. (Note 7)

#### **ARTICLE X – DUTIES OF THE PRESIDENT**

**SECTION 1:** The duties of the President are to preside at all meeting of the Board of Directors and General Membership meetings.

#### **ARTICLE XI – DUTIES OF THE VICE PRESIDENT**

**SECTION 1:** The duties of the Vice-President will be to preside in the absence of the President and serve as the General Chairman of the Membership Committee.

#### **ARTICLE XII – DUTIES OF THE TREASURER**

**SECTION 1:** The duties of the Treasurer are to have custody of all funds of the Association and pay out same upon the direction of the Board of Directors.

## **ARTICLE XIII –DUTIES OF THE SECRETARIES**

**SECTION 1:** The duties of the elected Secretary shall be to give notice of all Board of Directors meetings and General Membership Meetings and keep the minutes and records of all official meetings of the board, membership and committee meetings. The secretary will perform such other duties as are common to a secretarial task. The duties of the hired secretary shall be to assist the executive officers with the day to day duties. (Note 7)

## **ARTICLE XIV – ELECTION OF OFFICERS**

**SECTION 1:** The President, Vice-President, Treasurer and Secretary will be elected by the Board of Directors upon recommendation of a Nominating Committee, chaired by the General Superintendent and all shall be members of the Board of Directors. (Note 6) (Note 7)

**SECTION 2:** The Nominating Committee shall be composed of the General Superintendent and two (2) members of the Board of Directors and will make their recommendations at the April board meeting following the annual membership meeting. (Note 7)

## **ARTICLE XV – MEMBERSHIP MEETINGS**

**SECTION 1:** There will be at least one (1) meeting of the Membership annually. The Annual Membership meeting will be held on a date, designated by the President, within ninety (90) days following the Junior Livestock Show and Youth Fair. A quorum shall be declared to be present when ten (10) or more members are present at any regular or called meeting. (Note 6)

**SECTION 2:** A meal will be held at the time of Annual Meeting and each paid member shall be permitted one meal ticket and one (1) ballot. Children 7 and under will be permitted to eat free but will not be allowed to vote. (Note 4) (Note7)

## **ARTICLE XVI – BOARDS MEETINGS**

**SECTION 1:** The Board of Directors will hold regular meetings to conduct the necessary business of the Association for its successful operation. A quorum shall be declared to be present when eleven (11) or more elected and appointed board members are present at any regular or called meeting. Honorary board members will be invited to all meetings and will not count against quorum. (Note7)

## **ARTICLE XVII - RECOMMENDATIONS**

**SECTION 1:** Final approval of all suggestions and recommendations will be left to the Board of Directors.

### **ARTICLE XVIII – CHECK SIGNATURES**

**SECTION 1:** The Treasurer and one other officer shall sign all checks. In the absence of the Treasurer, any two other executive officers may sign. (Note 1) (Note7)

### **ARTICLE XIX – COMMITTEE APPOINTMENT**

**SECTION 1:** All Committees with the exception of the Nomination committee will be selected and appointed by the President, Vice-President, Treasurer and Secretary. (Note 7)

### **ARTICLE XX – DISSOLUTION**

**SECTION 1:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying for making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as a exempt organization or organizations under Section 501©(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which organized and operated exclusively for such purposes.

### **ARTICLE XXI – AMENDMENTS**

**SECTION 1:** These By-Laws may be altered, amended or repealed by a majority vote of the Board of Directors. (Note 7)

### **ARTICLE XXII – INDEMNITY CLAUSE**

**SECTION 1:** To the extent permitted by current Texas law, all members, participants, and visitors agree to indemnify, defend, and hold harmless the Johnson County Livestock and Agriculture Association (JCLAA), its directors, officers, employees, representatives, affiliates, and agents from any and all liabilities, lawsuits, claims, damages, losses, expenses, court costs, reasonable attorney’s fees, and other reasonable costs of defense resulting from or attributable to acts or omissions of the JCLAA Organization, JCLAA Personnel,

employees, board of directors, honorary board members, agents, or representatives.  
(Note7)

Amended and approved by the Board of Directors at a called meeting held in Cleburne, Johnson County, Texas on the 16<sup>th</sup> day of June, 1981.

Attest:

Bill Craft, President

John S Butner, Secretary

(Note 1)

Amended by the Board of Directors, May 28, 1985

(Note 2)

Amended by the Board of Directors, May 17, 1988

(Note 3)

Amended by the Board of Directors, November 22, 1988

(Note 4)

Amended by the Board of Directors, August 18, 2001

(Note 5)

Amended by the Board of Directors, September 20, 2005

Attest:

Clint Ishmael, President

Peggy Van Zandt, Secretary

Re-typed with the above amendments included in the proper place on May 18, 2006

Attest:

Chris Goodwin, President

Jon Thetford, Secretary

(Note 6)

Amended by the Board of Directors, April 17, 2012

Attest:

Mark McClure, President

Jon Thetford, Secretary

(Note 7)

Amended by the Board of Directors, Oct. 14, 2019