

BYLAWS  
OF  
MID-COAST  
SANTA GERTRUDIS ASSOCIATION

PREAMBLE

The Mid-Coast Santa Gertrudis Association is a non-profit corporation, organized and existing under the laws of the State of Texas and composed of persons, firms, partnerships and corporations engaged in the cooperative activity of breeding purebred Santa Gertrudis beef cattle, protecting the breed from misrepresentation, furthering the improvement of existing types of and strains of such cattle, promotion of the Santa Gertrudis breed, procuring desirable publicity for same, holding or fostering shows and sales featuring said cattle, and promoting cooperation among breeders and cattlemen generally, and any and all activities in connection with, or in any manner pertaining to the promotion and progress of the Santa Gertrudis Breed of beef cattle.

ARTICLE I

Principal Office

The principal office of the Mid-Coast Santa Gertrudis Association shall be the address of the elected Secretary of the Association.

ARTICLE II

Membership

Section 1. Classes

- (a) Membership in this Association shall consist of three classes, Active, Junior and Associate.
- (b) Active Members shall be persons, firms, partnerships or corporations, which are Charter or Active Members of Santa Gertrudis Breeders International of Kingsville, Texas, and owning one or more registered Santa Gertrudis cattle for the production of

purebred Santa Gertrudis cattle. The ownership of such Santa Gertrudis cattle shall be established by the records of Santa Gertrudis Breeders International.

- (c) Junior Members shall be young men and women under the age of twenty one (21) years interested in the Santa Gertrudis breed of cattle.
- (d) \*Associate Members shall be persons, firms, partnerships, or corporations interested in the cattle business. They need not be members of SGBI. They need not own Santa Gertrudis cattle or any cattle at all. They shall not be entitled to vote.

\* Added per membership vote at the annual meeting of May 15, 1992.

#### Section 2. Admission to Membership:

Application form membership of either Active or Junior Members shall be in writing, on blank forms to be furnished by the secretary, accompanied by the payment of one year's annual dues.

#### Section 3. Dues:

All members, Active and Juniors, shall pay annual dues in advance in an amount to be determined by the Directors at a meeting of the Board.

#### Section 4. Privileges of Membership:

- (a) Active Members shall be entitled to one vote; the vote of an Active Member which is a corporation may be cast by any designated representative of that member corporation; the vote of a partnership which is an Active Member may be cast by any of the partners; either of the spouses may be cast the vote of an Active Membership held by husband and wife as designated representation per Membership or herd numbers.
- (b) Junior Members shall not be entitled to participate in the proceedings of Members' meetings by moving, nominating, or voting, nor shall they be entitled to formal notices of hearing; provided, however, Junior Members are welcome at meetings of Members and may participate in discussions.

#### Section 5. Termination of Membership:

- (a) Membership in this Association shall automatically terminate: (i) when a Member has failed to pay dues as required by these Bylaws for a period of sixty (60) days after the same shall be due and payable and shall have been given twenty (20) days written

notice by mail of such non-payment; (ii) upon the termination of the Membership of such Member in Santa Gertrudis International, (iii) upon the death of an individual who is a Member; the death of one or more partners of a partnership shall not terminate the Membership of the partnership and the death of one of the spouses shall not terminate the Membership held by a husband and wife.

- (b) Former Members whose Membership has been terminated because of the non-payment of dues may again become Members of the Association only by compliance with the provision of Article II, Section 2, of these By-Laws.
- (c) Membership and certificates representing Memberships in this Association are non-transferable except upon specific authorization of the Directors.
- (d) Complaints may be made to the Directors by any Member concerning any act or conduct of any other Member, which may endanger the good order, welfare, or credit of the Association.
- (e) Any Member, against whom a complaint may have been made to the Directors, shall be advised in writing of the nature of such charges, and of the time and place of a hearing to be held by the Directors on such charges. Such notice shall be given to such Member at least thirty (30) days prior to the date of the hearing on such charges.
- (f) The Directors shall examine into such charges as shall have been made against the Member, at the time and place so designated in said notice, and if the charge is sustained by sufficient proof after an opportunity shall have been given the charged Member for a hearing, the Membership of the offending Member may be terminated or suspended upon the vote of two-thirds (2/3) of the Directors present.
- (g) Any Member whose Membership is terminated or suspended by the Directors as herein provide may appeal such termination or suspension to the Members at a regular annual meeting; provided, that such Member whose Membership is terminated or suspended shall give written notice to the secretary of the Association thirty (30) days in advance of such annual meeting of such appeal and notice of such appeal shall be contained in the notice of the annual meeting. A vote of the majority of the Members present at such annual meeting to affirm such termination or suspension shall be final but unless a majority of the Members so present at such

annual meeting vote in favor of such termination or suspension, the Membership of the offending Member shall be reinstated.

- (h) The suspension or termination of Membership of any Member in this Association shall be reported by the Secretary to the Santa Gertrudis Breeders International and cause for action shall be explained.

### ARTICLE III

#### Meetings of Members

Section 1. The annual meeting of the Members of this Association shall be fixed by the Board of Directors.

Section 2. Special meetings of the Membership may be called at any time or at any place designated by the President, Vice-President, or by the Board of Directors.

Section 3. Notice: Appropriate notice of the time and place of all annual and special meetings shall be mailed to Members whose addresses are shown on the books of the Association, ten (10) days before the date thereof.

Section 4. The Members shall not be entitled to vote by proxy.

Section 5. Quorum: Ten (10) or more duly qualified Active Members of this Association shall constitute a quorum for the transaction of all business at any regular or special meeting of the Members.

### ARTICLE IV

#### Board of Directors

Section 1.

- (a) The Board of Directors shall have supervision, control, and direction of the property, business affairs, and activities therein of the Association; shall determine its policies or changes therein within the limits of the laws of Texas, of the Articles of Incorporation, as may be amended, and of the By-Laws; shall actively prosecute its corporate powers and objects, and shall have absolute discretion in the disbursement of its funds; provided, however, that the Board of Directors shall not authorize the Association to enter into any activity not permitted to be transacted by a non-profit corporation under the laws of Texas and all income and property shall be applied

exclusively to the non-profit purposes of this Association, and no part thereof shall inure to the benefit of any private Member or individual. The Board of Directors may adopt such rules and regulations for the control and conduct of the property, business affairs, and activities of the Association as shall be deemed advisable. (The Board of Directors shall at its annual meeting elect the officers of the Association in accordance with the By-Laws.) The Board of Directors, or any officer duly authorized by it, shall appoint and fix the compensation to be paid to such employees and agents, including legal counsel, as shall be necessary to conduct the affairs of the Association.

- (b) Without the approval of three-fourths of all the Directors given at any annual meeting or at a meeting specifically called for such purpose after ten (10) days written notice in advance thereof to each Director, no lien or encumbrance shall be created on any property of the Association.
- (c) Any officer elected by the Board of Directors of the Association may be removed for cause by the affirmative vote of a majority of the entire Board at any time. Any employee may be discharged by the Board of Directors or its duly authorized representative at any time with or without cause.

It shall not be required that an officer be an elected Director.

## Section 2. Number of Directors and Terms of Office:

- (a) Directors shall be Active Members of the Association. The Board of Directors shall be composed of not less than five (5) or more than sixteen (16) Members, including the President, the Vice-President, the Secretary and the Treasurer of the Association. Directors shall be elected at the annual meeting of the Association for a term of three (3) years and the terms of such Directors shall be arranged that one-third (1/3) of the Directors shall be elected at each annual meeting; the term of office of each Director shall continue until his successor is duly elected and qualified.
- (b) Vacancies in the Board of Directors resulting from the death, resignation, removal, incapacity, or disqualification of any of the Members of the Board of Directors shall be filled by presidential appointment and ratification of a majority vote of the remaining Directors at the next regular, or special meeting of the Directors held for

that purpose, and such person or persons so chosen to fill such vacancy or vacancies shall serve for the unexpired term of his predecessor and until a successor is elected and qualified.

If a Director is elected by the Board of Directors, such position shall remain vacant until the next annual meeting of Members.

- (c) No Director shall serve more than two (2) consecutive complete terms or a part thereof, or a maximum of six (6) years.

Section 3. A Director may be removed from office for cause by the affirmative vote of three-fourths (3/4) of all the other duly qualified and acting Directors at a special meeting of the Board called for that purpose; no charges against any Directors shall be considered unless same have been preferred in writing and signed by the person or persons presenting the same and filed with the secretary of the Association at least twenty (20) days prior to the date of the meeting at which charges are to be considered. If a Director misses three (3) consecutive meetings such Director shall be automatically removed unless such absences are approved by the Board of Directors.

Section 4. Compensation for Directors:

No Director or officer shall receive compensation for any services he may render to the Association.

Section 5. Meetings of the Board of Directors:

- (a) The regular annual meeting of the Directors shall be held at the same place and immediately following adjournment of the annual meeting of Members.
- (b) Special meetings of the Directors may be held or called by the President, or in his absence, by the Vice-President, or by any three (3) Members of the Board.
- (c) Except as hereinafter provided, notice of any regular and special meetings of the Directors shall be sent in writing by mail to each Director at his address shown on the books of the Association, at least ten (10) days prior thereto; however, a Director may in writing waive notice.
- (d) By majority consent of the entire Board of Directors, any regular or special meeting of the Board of Directors may be held without notice at a time and place determined by the Members of the Board requesting said meetings.

Section 6. Quorum:

At any regular or special meeting of the Board of Directors there shall be present at least a majority of the then serving Board in order to constitute a quorum.

Section 7. Unanimous Consent and Telephone Meetings:

(a) Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any executive committee may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors or executive committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

(b) Members of the Board of Directors or any committee designated by such Board, may participate and hold a meeting of such board or committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Any such action taken in connection with a telephone meeting shall have the same force and effect as a vote at a meeting of the Board of Directors or a designated committee.

(c) All Members are encouraged to attend Directors meetings and Members shall not be excluded from meetings of Directors.

Section 8. Indemnification of Directors:

No Director or Officer of the Association shall be liable to any Member or Non-Member of the Association for any act taken or neglected or refused to be taken by him as Director or Officer with respect to any matter within the scope of his official duty, except such act or neglect or failure to act as shall constitute gross misconduct in the performance of his duties as Director or Officer.

Section 9. Association Seal and/or Trademark:

The Directors of the Association may adopt a seal and/or trademark for the Association.

## ARTICLE V

### Officers

#### Section 1. General:

- (a) The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by one person. The officers shall be elected by the Board of Directors at the annual meeting thereof for a term of one year and shall each serve until his successor is duly elected and qualified. The President and Vice-President shall be Active Members of the Association in good standing. The Secretary and/or Treasurer may be an Active Member of the Association.

#### Section 2. President:

- (b) The President shall preside at all Directors' and Members' meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the corporation, and shall perform all such other duties as are incident to his office. The President shall appoint all committees he deems necessary and shall be a member ex-officio of said committees.

#### Section 3. Vice-President:

In the event of the death, absence, incapacity, or refusal to act of the President, the Vice-President shall possess all the powers, perform all the duties of the President, and shall do and perform such duties as may be from time to time assigned to him by the President or Board of Directors.

#### Section 4. Secretary:

The Secretary shall issue all notices of Directors' Membership meetings and shall attend and keep the minutes of same; shall have charge of all corporate books, records, and papers; shall attest with his signature all written contracts of the Association and shall perform all such other duties as are incident to his office.

#### Section 5. Treasurer:

- (a) The Treasurer shall have custody of all money and securities of the corporation, and shall give bond in such sum and with such securities as the Directors may require, conditioned upon the faithful performance of the duties of the office. He may sign

checks of the Association, and shall keep regular books of account, and shall submit them, together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his office.

- (b) At each annual meeting of the Members, the Treasurer shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the Association, and of the condition of its tangible property.

Section 6. Vacancies:

- (a) Vacancies occasioned by the death, resignation, incapacity, or removal of Officers of the Association shall be filled by a majority vote of the Board of Directors at the next regular or at a special meeting of the Board of Directors and such persons so chosen to fill such vacancies shall serve until the next annual election of officers or until their successors are elected and qualified.

## ARTICLE VI

### Representatives to Santa Gertrudis Breeders International

Section 1.

- (a) Prior to each annual meeting of the Santa Gertrudis Breeders International, and at a regularly called meeting of the Directors of this Association, the Board of Directors shall nominate from the Membership of this Association one (1) member it desires to recommend to the Board of Directors of the Santa Gertrudis Breeders International for their consideration for nomination for election as a Director or Officer of the Santa Gertrudis Breeders International at their next meeting.
- (b) The President of this Association shall certify to the Board of Directors of the Santa Gertrudis Breeders International the name of such person nominated.

## ARTICLE VII

### Finance

#### Section 1. Custodians and Depositories:

- (a) The funds of the Association shall be deposited in such manner as the Board of Directors shall direct in such banks, trust companies or other depositories which are federally insured as the Board of Directors may designate, and shall be drawn out by checks signed by such manner as may be provided by resolution or resolutions adopted by the Board of Directors.
- (b) Any officer or employee handling money or securities of said Association may be bonded at the Association's expense in such amount as may be determined by the Board of Directors.

#### Section 2. Fiscal Year and Audit:

The fiscal year of the Association shall close on the last day of February of each year and open on March 1<sup>st</sup> of each year. The Board of Directors, prior to each annual meeting of the Members of the Association, may appoint a competent certified public accountant who is not a Member, Officer, Director or employee of the Association, nor related to any of its Members, who shall examine and audit all of the books, records, checks, vouchers, and accounts of the Association. Such accountant shall make a written report thereof to the Board of Directors, which said report shall be submitted to the Association at its annual meeting. Such accountant shall receive a reasonable compensation for such services to be fixed by the Board of Directors and paid by the Association.

## ARTICLE VIII

### Members Required to Assist Directors

It shall be the duty of each Member and Officer of the Association to furnish to the Board of Directors, any and all information they have or may receive with reference to any violation of the rules and regulations governing any of the activities of the Association, and to aid and assist to the best of their ability the Officers and Directors of the Association.

## ARTICLE IX

Affiliation with Santa Gertrudis Breeders International activities of this Association shall not conflict in any way with the activities of the Santa Gertrudis Breeders International and will be carried on subject to the provisions of the Constitution and By-Laws of the Santa Gertrudis Breeders International pertaining to affiliated associations.

## ARTICLE X

### Amendments

Amendments to these By-Laws may be made by a majority vote of a quorum of the Members attending a regular or special meeting of the Association and then only after ninety (90) days notice in writing to the Board of Directors, which notice must specify the change to be made and must be accompanied by the proposed change. The Board of Directors shall determine whether such proposed change should be acted upon at a special meeting or at the next annual meeting, or whether same should be carried over for consideration at the next succeeding annual meeting. Each Member must be notified of the proposed change, and if the proposed change is to be acted upon at a special meeting the time and place of such meeting. The Board of Directors may at its discretion notice such meeting with ballot by mail.

## ARTICLE XI

Whenever used herein, the singular number shall include the plural, and the plural number shall include the singular, and words used in the masculine gender shall include the feminine gender.