

**CONSTITUTION of
THE WILLIAMSON COUNTY LIVESTOCK ASSOCIATION
A NON-PROFIT ORGANIZATION
Ratified on the 3rd day of April 2013**

**ARTICLE I
NAME, PURPOSE and ADDRESS**

SECTION 1. NAME

The name of this non-profit organization is:

THE WILLIAMSON COUNTY LIVESTOCK ASSOCIATION (WCLA)

The WCLA is recorded by the state of Texas as a non-profit organization.

SECTION 2. PURPOSE

The purpose of this organization is to promote the selection, ownership, and care of high quality livestock to exhibit and sell through the FFA and 4-H Programs in Williamson County, Texas.

SECTION 3. ADDRESS

The address of the WCLA shall be the address of the Executive Secretary or an address designated by the Board of Directors.

**ARTICLE II
OFFICERS**

SECTION 1. OFFICERS

The elected officers of this organization shall be a President, a Vice President, and a Secretary, and shall be elected by the Board of Directors annually. Officers shall take office at the time of their election.

SECTION 2. DUTIES

The duties of each officer shall be those customarily exercised by those offices.

a. **PRESIDENT:** The President is the executive officer and in general charge of the execution of the rules of the Board of the Directors and the WCLA. The President shall preside at all meetings of the members and Board of Directors, and perform all duties usual to such office or as prescribed by the Board of Directors. The President shall only vote in the case of a tie vote among the Board of Directors.

b. **VICE PRESIDENT:** The Vice President shall, in the absence of the President or if requested, perform the duties of the President or such duties as the President may designate. The Vice President shall have voting privileges at Board of Directors meetings unless serving as acting president.

c. **SECRETARY:** The Secretary shall, in the absence of the President and Vice President, perform the duties of the President or such duties as the President may designate. The Secretary shall have voting privileges at Board of Directors meetings unless serving as acting president.

SECTION 3. VACANCY

If the Presidency is vacated the Vice President shall become President. The Vice President's office shall then be filled by a majority vote of the Board of Directors. Any officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 4. EXECUTIVE SECRETARY

The Board of Directors may appoint an Executive Secretary to perform duties as assigned by the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GOVERNING BODY

The Board of Directors is the governing body of the WCLA. The composition of the Board of Directors shall be fifteen (15) members. Twelve (12) of the directors shall be regional directors elected from four quadrants and three of the directors shall be elected at large from Williamson County. Only WCLA members in good standing are eligible to be elected to the Board of Directors.

SECTION 2. TERM

The Board of Director members shall serve three-year terms. Members of the Board of Directors may serve a maximum of two consecutive terms. Members of the Board of Directors appointed to fulfill a vacancy may run for re-election to serve another full term.

SECTION 3. ELECTION OF THE BOARD OF DIRECTORS

Williamson County shall be divided into four quadrants for the Board of Directors election process. The County shall be split into an East/West sector by Interstate Highway 35 and a North/South sector by State Highway 29. The four quadrants shall be called Southwest, Northwest, Southeast, and Northeast. Annually, a single member shall be elected from each quadrant based on their place of permanent residence. Annually, one board member shall be elected at large, which can come from anywhere within the county.

The Board of Directors shall be elected by the membership. The Board of Directors shall consist of fifteen members. Each year one board member shall be elected from each quadrant of the county, plus one director shall be elected from at large. This allows five board members to be elected each year to serve a three year term. Director elections shall be conducted during the month of March. The newly-elected directors shall begin their term in April following elections.

SECTION 4. VACANCY

Any vacancy of a Director's position shall be filled by the President. Any Director appointed to fill a vacancy may serve out the unexpired term of the predecessor on the Board of Directors.

SECTION 5. REGULAR MEETINGS

The WCLA Board of Directors shall meet at times and places to be determined by the Board of Directors. Eight members of the board shall constitute a quorum. Meetings shall be conducted according to Roberts Rules of Order. The general membership of the WCLA may attend any Board of Directors meetings but only Directors may vote. Executive Sessions may be held at the direction of the President.

SECTION 6. DIRECTOR ATTENDANCE

Directors should attend all regular meetings if possible. Any Director who misses three consecutive regular meetings without good cause may be replaced by the President.

ARTICLE IV MEMBERSHIP

SECTION 1. TYPES

Any persons interested in the purpose and goals of the WCLA are eligible for membership. These shall include:

a. **REGULAR WCLA MEMBERSHIP:** A regular WCLA membership is intended for all families participating in the WCLA Show and Sale. This family membership includes all privileges for all family members as designated by the Board of Directors as well as any financial support provided to exhibitors.

b. **ASSOCIATE MEMBERSHIP:** An associate membership is intended for those not having family members participating in the WCLA Show and Sale but chooses to remain active members of the WCLA. This individual membership includes all privileges designated by the Board of Directors. Associate members shall not be eligible for financial support provided to exhibitors.

c. **HONORARY/LIFE MEMBERS:** Honorary or Life membership may be awarded by the Board of Directors to deserving individuals.

SECTION 2. APPLICATION

Membership applications on the appropriate form may be submitted to any Board of Directors Member or to the Executive Secretary.

SECTION 3. ANNUAL DUES

Annual dues shall be set by the Board of Directors.

ARTICLE V COMMITTEES

SECTION 1. STANDING COMMITTEES

Standing committees are those that shall remain in existence without being renewed annually. These committees shall be appointed annually by the President for one year terms. The term of the committee chairman shall be at the discretion of the President. The chairman of a standing committee must be a member of the Board of Directors.

a. **EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the President, Vice President, and Secretary. This committee shall be an advisory committee and shall assist the President in developing meeting agendas, monitoring project progress, and plan development. The Executive Committee may in extenuating situations represent and act for the Board of Directors upon business arising and requiring immediate attention. Such actions taken by the Executive Committee shall be presented to the Board of Directors for ratification at the next regular meeting.

b. **AUDIT COMMITTEE:** The Audit Committee shall consist of at least three members, one of which must be a Board of Directors member. The audit committee shall review the WCLA's financial records at the end of the fiscal year and report their findings to the Board of Directors during the next regular meeting.

c. **NOMINATING COMMITTEE:** The Nominating committee shall consist of the outgoing directors and shall present a slate of nominees to the Board of Directors for formation of the election ballot.

SECTION 2. OTHER COMMITTEES

The President shall appoint other committees as needed. Such committees may include (but are not limited to) various livestock show divisions (headed by a Superintendent), auction, budget or constitution/by-laws. Committees can be made up of directors, members, or other interest individuals; however, they should be chaired by a member of the Board of Directors whenever practical to insure continuity.

SECTION 3. EX-OFFICIO

The President is an ex-officio member of all committees.

ARTICLE VI CONSTITUTIONAL AMMENDMENTS

The Constitution may be amended by a proposal from the Constitution and By-Laws Committee. A proposal may be made to the committee by any active member. The committee must present the proposed amendment to the Board of Directors which must pass it by a majority before being presented to the active membership. The proposed amendment to the constitution must be presented to the membership in writing thirty (30) days prior to the date scheduled for a vote on the amendment. To be passed, any amendment to the Constitution must carry by a two-thirds (2/3) majority of the members that attend the meeting.

ARTICLE VII

BY-LAWS

The operating policies and procedures (not specified in the Constitution) of the WCLA shall constitute the by-laws. By-laws may be adopted, amended, or deleted by a majority vote of the Board of Directors.

ARTICLE VIII

TRANSACTIONS OF THE WCLA

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or agent of the WCLA to enter into a contract or execute and deliver any instrument in the name of and on behalf of the WCLA. This authority may be limited to a specific contract of instrument or it may extend to any number and type of possible contracts and instruments.

SECTION 2. DEPOSITS

All funds of the WCLA shall be deposited to the credit of the WCLA in trust companies, or other depositories that the Board of Directors selects.

SECTION 3. GIFTS

The Board of Directors may accept on behalf of the WCLA any contribution, bequest, or devise for the general purposes or for any special purpose of the WCLA. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the WCLA's federal and state tax status.

SECTION 4. POTENTIAL CONFLICTS OF INTEREST

The WCLA shall not make any loan to a member or an officer of the WCLA. The Board of Directors, officers, or members of the WCLA may lend money to and otherwise transact business with the WCLA except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the WCLA has the same rights and obligations relating to those matters as other persons

transacting business with a member, officer, or committee member of the WCLA unless the transaction is described fully in a legally binding instrument and is in the best interest of the WCLA. The WCLA shall not borrow money from or otherwise transact business with a member of the WCLA without full disclosure of all relevant facts and without the approval of the Board of Directors not including the vote of any person having a personal interest in the transaction.

SECTION 5. PROHIBITED ACTS

As long as the WCLA is in existence, and except with the prior approval of the Board of Directors, no member, officer, or committee member of the WCLA shall:

- a. Do any act in violation of the bylaws or a binding obligation of the WCLA.
- b. Do any act with the intention of harming the WCLA or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the WCLA.
- d. Receive an improper personal benefit from the operation of the WCLA.
- e. Use the assets of the WCLA, directly or indirectly, for any purpose other than carrying on the business of the WCLA.
- f. Wrongfully transfer or dispose of WCLA property, including intangible property such as good will.
- g. Use the name of the WCLA (or any substantially similar name) or any trademark or trade name adopted by the WCLA, except on behalf of the WCLA in the ordinary course of the WCLA's business.
- h. Disclose any of the WCLA business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE IX FISCAL YEAR

The fiscal year of the WCLA shall begin on the first day of October and end of the last day in September in the following year.

ARTICLE X DISSOLUTION

Upon the dissolution of WCLA, all assets remaining shall be donated to a public charity for the exclusively continued use for the charitable purpose.