

BY-LAWS OF THE LIBERTY HILL LIVESTOCK ASSOCIATION INC.

I. ARTICLE ONE-NAME

The name of the association shall be the Liberty Hill Livestock Association, Inc. (referred to here within as "Liberty Hill Livestock Association, Association, LHLA or Board.")

II. ARTICLE TWO-NON-PROFIT MOTIVE

The Liberty Hill Livestock Association Inc. is a non-profit organization and shall establish its principal office in the City of Liberty Hill, Williamson County, TX.

III. ARTICLE THREE-DURATION

The period of duration is indefinite and shall endure so long as a majority of the membership chooses to band together for these purposes.

IV. ARTICLE FOUR-PURPOSES

The purpose of the Liberty Hill Livestock Association is to receive and maintain funds of real or personal property subject to the restrictions and limitations hereafter described. To use and apply in whole or part the income from the principal exclusively for charitable, religious, scientific, literary, or educational purposes. This includes making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations. Specifically, the Association shall support the Liberty Hill 4-H Club, Liberty Hill FFA and Liberty Hill Jr FFA by paying premiums for selected projects entered by the youth of the 4-H and FFA community in the Williamson County Livestock Association show. All such disbursements shall be at the discretion of the Funds Disbursement Committee. By such action, the Association will provide motivation and reward for the youth of the 4-H and FFA community to plan, develop, and produce high quality vocational projects, thus enhancing their knowledge of agriculture.

V. ARTICLE FIVE-MEMBERS

A. One class of Members: Liberty Hill Livestock Association will have one class of members.

B. Membership Term: Membership is from February 1st through January 31st of each year.

C. Membership Fees & Dues: The board may recommend changes in the amount of an initiation fee, if any, and the annual dues payable to the Liberty Hill Livestock Association by members. Any recommended changes will be submitted to the current Board for approval by a majority vote of the members present. Dues are payable in advance on the date of the first regular meeting of the membership in February of each year. Membership dues are \$50 per family, due by October 1st of each year of membership. A late fee of \$10 will be assessed after the due date of October 1st. No membership will be accepted after October 31st of each year.

D. Voting Rights: Each member is entitled to one vote on each matter submitted to a vote of the members. Family memberships entitle members to one vote per family membership. Voting eligibility for officer positions is based on previous year membership. All other voting is based on current year membership.

E. Resignation: Any member may resign from the Association by submitting a written resignation to the secretary. In addition, members who fail to pay fees or annual dues by the due date will be automatically removed from the current membership roll and shall forfeit all rights, fee, and privileges of membership.

VI. ARTICLE SIX-MEETINGS OF MEMBERS

A. Annual Meeting: The annual meeting of the members may be held without notice other than these Bylaws. Beginning in 2015, the Board will hold an annual members' meeting on the 1st Monday of March of each year unless otherwise written notice is provided to the members. If the day fixed for the annual meeting is a legal holiday in Texas, the meeting will be held on the next business day. At the annual meeting, the members will elect officers and transact any other business that may come before the meeting. If, in any year, the election of the officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members as soon as possible to elect the officers.

B. Regular Meetings: Regular meetings of the members will occur on the first Monday of every month unless specified otherwise by the President.

C. Special Meetings: Special meetings of the members may be called by the Board or by the President or Secretary at their discretion. Upon written request of ten (10) members, the President shall call a Special Meeting to consider a specific subject. No business other than the specific subject set forth in a notice of the special meeting shall be transacted at any special meeting of the members.

D. Place of Meetings: The Board may designate any place, inside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Lifesprings Church in Liberty Hill, Texas.

E. Notice of Meetings: Notice of each special meeting of the members shall be emailed and/or posted on a website and/or social media website at least seven (7) days in advance thereof, setting forth the place, time and specific subject of the special meeting; or, in lieu thereof, notice may be given in such form as may be authorized by the Board, from time to time, at a regularly convened meeting. If all the members meet and consent to holding a meeting, an action may be taken at the meeting regardless of lack of proper notice.

F. Quorum: Three (3) Board members present constitute a quorum and can continue to transact business. Sixty (60) percent of membership is required for quorum to amend Bylaws.

VII. ARTICLE SEVEN-OFFICERS

A. Officer Positions: The Association shall have the following officer positions; President/Chairman, Secretary, Vice President, Treasurer, and Reporter. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold two or more offices, with the exemption of President and Secretary. Simultaneously the President/Chairman, Vice President, Secretary, Treasurer and any additional officers must be members of LHLA.

B. Qualifications of Officers: Officers need to be a resident of the State of Texas. Officers must be at least 18 years of age and a member of the Liberty Hill Livestock Association. Each officer will serve a term of one year. Only one member of a family is allowed to serve on the Board at a time. No officer should hold another Board position outside of the Liberty Hill Livestock Association that is a conflict of interest with the Liberty Hill Livestock Association as deemed so by the membership.

C. President: The President is the Associations Chairman. He or she will supervise, control all of the Association's business and affairs, will preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute any instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The

President will perform other duties prescribed by the Board Members and all duties incident to the office of President.

D. Vice President: When the President is absent, cannot act, or refused to act, a Vice President will perform the President's duties. When acting in the President's place, the Vice President has all the powers, rights, duties and restrictions of the office of President. If there is more than one (1) Vice President, the Vice Presidents will act for the President in the order of appointment or the number of votes received when elected. A Vice President will perform other duties assigned by the President or Board Members.

E. Treasurer: The Treasurer will:

- (1) Have charge, custody of, and be responsible for all the Association's funds and securities.
- (2) Receive and give receipts for moneys due and payable to the Association from any source.
- (3) Deposit all funds in the Association's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs.
- (4) Write checks and disburse funds to discharge the Association's obligations. In addition, funds may not be drawn from the Association or its accounts for amounts greater than One Thousand Dollars and No/100 (\$1000.00) without the approval of the Board members. Signature of the President or a Vice President in addition to that of the Treasurer is required.
- (5) Maintain the Association's financial books and records as well as be prepared to give a report upon request.
- (6) Monthly financial statements should be presented to the members at each regular meeting of LHLA and should be up-to-date and cover all receipts and expenditures in an itemized form.
- (7) Prepare financial reports annually.
- (8) Perform other duties as assigned by the President or Board members.
- (9) If the Board requires, give a bond for faithfully discharging his or her duties in a sum with a surety as determined by the Board.

F. Secretary: The Secretary will:

- (1) Give all notices as provided in the Bylaws or as required by law.
- (2) Record minutes of the meetings of LHLA and keep the minutes as part of the records.
- (3) Keep a register of the mailing addresses of each officer, and member of LHLA.
- (4) Perform duties as assigned by the President or Board.
- (5) Perform all duties incident of the office of Secretary.
- (6) Maintain all "Required Books and Records" described in Article Eleven (11) of these Bylaws.

G. Reporter: The Reporter will:

- (1) Release news and information to local newspapers and media
- (2) Govern over website, email, and social media accounts
- (3) Manage advertising for Association and sponsors
- (4) Serve as Association photographer
- (5) Act as liaison between Association and sponsors

VIII. ARTICLE EIGHT-COMMITTEES

A. Special Committee: The President, with approval of the Board, shall have the right to form special committees and task forces as required to conduct the business of the organization. These committees shall have a defined scope of operations based upon the achievement of their stated goals. These committees shall report to and through the President and Board members.

B. Funds Disbursement Committee: This committee shall be responsible for establishing amounts and distributing monies according to the Association's purpose as described in Article Four (4). This responsibility shall include (but is not limited to):

- (1) Establish base amount of money spent;
- (2) Develop guidelines to follow for the amounts to be spent for different species or projects in accordance with their placing;
- (3) Members of the funds disbursement committee must be a member of LHILA.

IX. ARTICLE NINE-TRANSACTIONS OF CORPORATION

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

B. Deposits: All of the Association's funds will be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board selects.

X. ARTICLE TEN-FINANCIAL AND ACCOUNTING RESTRICTIONS AND REQUIREMENTS

A. The Association may not pay dividends or other income to its members or officers, nor accrue distributable profits, or permit the realization of private gain. The Association may not take any action prohibited by the Texas Non-Profit Corporation Act. The Association may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in the Association's Articles of Incorporation.

B. The Association may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings and procedures. Regardless of any other provision in the Association's Articles of Incorporation or State Law, the Association may not:

- (1) Engage in activities or use its assets in manners that does not further one or more exempt purposes, as set forth in the Association's Articles of Incorporation and defined in the Internal Revenue code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (2) Serve a private interest other than one clearly incidental to an overriding public interest.
- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
- (4) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- (5) Have objections characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings or procedures.
- (6) Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Association's assets will be distributed to the state government for a public purpose, or to an

organization exempt from taxes under Internal Revenue Code 501(c)(3) to be used to accomplish the general purposes for which the Association was organized.

(7) Permit any part of the Association's net earnings to the benefit of any private shareholder, member of the Association or any private individual.

(8) Carry on an unrelated trade or business, except as a secondary purpose related the Association's primary, exempt purpose.

XI. ARTICLE ELEVEN-BOOKS AND RECORDS

A. Required Books & Records: The Association will keep correct and complete books and records of account. The books and records include:

(1) A file-endorsed copy of all documents filed with the State's Secretary of State related to the Association, including but not limited to, the Articles of Incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(2) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them

(3) Minutes of the proceedings of the Board, members and committee having any of the authority of the Board.

(4) A list of names and addresses of the Board, members and any committee members of the Association.

(5) A financial statement showing the Association's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.

(6) A financial statement showing the Association's income and expenses for the three (3) most recent fiscal years.

(7) All rulings, letters, and other documents related to the Association's federal, state, and local tax status.

(8) The Association's federal, state, and local tax information or income-tax returns for each of the Association's three (3) most recent tax years.

B. Audits: Any member may have an audit conducted of the Association's books. That member bears the expense of the audit unless the members voted to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once any fiscal year.

XII. ARTICLE TWELVE-FISCAL YEAR

The Association's fiscal year of the Association will begin on the first day of January and end on the last day in December in each year for tax purposes.

XIII. ARTICLE THIRTEEN-AMENDING BYLAWS

These Bylaws, may be altered, amended, or repealed, and new bylaws may be adopted by a quorum of the membership. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

XIV. ARTICLE FOURTEEN-MISCELLANEOUS PROVISIONS

A. Rules of Order: Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflict with the bylaws of the Association.

B. Other Operating Principles: All of the following qualifications must be met each Membership Term to receive member benefits:

- (1) All exhibitors must be a member of the Liberty Hill FFA Chapter and/or Liberty Hill 4-H Club;
- (2) Exhibitor projects must be entered under Liberty Hill FFA/Jr FFA or Liberty Hill 4-H Club;
- (3) LHLA members must be enrolled and actively involved in the Association's activities, including each of the following:

- (a) Dues must be paid before October 1st in the amount of \$50 per family or with a late fee of \$10 before October 31st.
- (b) Acquire four (4) hours of documented involvement in LHLA activities such as volunteering time to help with fund raising activities such as the Gala, dances, concessions, etc.
- (c) Attend at least 3 meetings per year, these meetings will not count toward the active hours.
- (d) Facilitate \$250 minimum contributions to the LHLA through Gala ticket sales, Gala Donations, sponsorships or personal monetary donations to the Association.

(4) New members, defined as no prior LHLA membership, will be exempt from the 4 hour involvement requirement but must be an established member by October 1st they are also exempt from the \$250 minimum contributions for the year. New members are required to attend the three (3) LHLA meetings per year.

(5) Any questionable qualifications will go to the Board for a vote. A majority vote by the Board will determine qualified exhibitors.

C. Definitions:

- (1) Member- An adult 18 years of age or older interested in carrying out the purpose of the Livestock Association.
- (2) Exhibitor- An FFA/Jr FFA, or 4-H Club member who participates in shows, fairs, etc.

On behalf of the general membership who adopts these articles this 16 day of April, 2019

President:  (signature)

Ron Petru (print)

Secretary:  (signature)

Kimberly Boatright (print)