

# AJSA Bylaws

## ARTICLE I

### OFFICES, RECORDS AND SEAL

1. Registered Office and Registered Agent. The Association shall have and continuously maintain a registered office and registered agent in the State of Nebraska. The location of the registered office and the name of the registered agent of the Association shall be such as is determined from time to time by the board of directors and on file in the appropriate office of the State of Nebraska pursuant to applicable provisions of law.
2. Records. The Association shall keep correct and complete books and records of account, and shall also keep the minutes having any of the authority of the board of directors; and shall keep at its registered office or principal office a record giving the names and addresses of its board of directors and its members entitled to vote. Any member, or his/her agent or attorney may inspect all books and records of the Association, for any proper purpose at any reasonable time.
3. Seal. The corporate seal, which may be altered from time to time by the board of directors, shall have inscribed thereon the name of the Association and the words: Corporate Seal – Nebraska. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

## ARTICLE II

### MEMBERSHIP

1. Qualifications of Members. Any member who is an interested party in good standing and has not had their 22<sup>nd</sup> birthday as of January 1, with an interest in Shorthorn or Polled Shorthorn cattle, either breeding cattle or steers, may become an individual junior member of the American Junior Shorthorn Association.
2. Voting. The voting of members shall be vested exclusively in the organizational members, of which each association (state or states combined to form one association) will be represented by two delegates representing their group and each delegate shall be entitled to cast one vote on each matter submitted to a vote of the members. A state with only one member at the meeting may have only one delegate, but will still receive their association's number of allotted votes, so that delegate may cast two votes. Said delegates must be AJSA members that are 15 years of age or older. If the association does not have two members present fulfilling this age requirement, they may have younger delegates. A state may be represented by only one junior organization.

## ARTICLE III

### BOARD OF DIRECTORS

1. In General. The board of directors of the Association shall manage the property and affairs of the Association. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these bylaws, to manage the business and affairs of the Association, to do or cause to be done any and all lawful things for and on behalf of the Association, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that the board of directors shall not authorize or permit the Association to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not-for-profit corporation organized under the laws of the State of Nebraska, and all income and property of the Association shall be applied exclusively for its not-for-profit purposes.
2. Number, Terms, and Qualifications of Directors. The directors of the Association shall be nine in number. Directors shall serve on the board for three-year terms. Only one new board member from each state association may be elected to the board of directors of the American Junior Shorthorn Association in a single year. At no time shall more than two representatives from a single state association serve on the board. Directors must be at least 17 years of age to apply for the Junior Board. Should a director have his 22<sup>nd</sup> birthday after the election, he/she still completes the year (from election to election) as a director and must retire at the following election. To be eligible to be on the AJSA Board, juniors must not have children or be with child. If a previously installed Board member becomes with child, he/she must resign at the following election.
3. Election of Directors. All candidates MUST submit a written application that is available from the ASA Activities Director. Junior board applications will be collected in the ASA office by the designated deadline during the current election year. Candidates for election must be nominated from the floor at the Jr. National Youth Conference I. Junior board applications will be displayed in a designated area for the public to view. Delegates will receive a

copy of all the candidate applications at Youth Conference. Open interviews will be conducted at Youth Conference. Delegates from each junior association will be given ballots (corresponding to the number of votes which their state receives) with each board member candidate's name on it. They will rank each candidate with 1 going to their first choice, 2 to the second, etc., until the ballot is completed and all candidates have an allotted value. During voting, ONLY delegates of the same junior association will be able to confer. Ballots from one state association do not have to have the same rankings.

4. Election Vote Distribution. Election will be conducted at the Youth Conference in the following manner: The number of votes received by each junior association will be determined by the number of members of the American Junior Shorthorn Association within that junior association. If the two states officially become one junior association, i.e. Dakota Plains, they will vote as one association. The number of members from each of the states will be added to determine the votes the junior association gets. 2 votes: 0-75 junior members; 3 votes: 76-250 junior members; 4 votes: 251 and up junior members. The number of junior members will be the number of members the state has as of the entry deadline, and voting number brackets are subject to change as the total association membership changes for subsequent years. Each current AJSA Board Member will receive one vote.
5. Scoring of the Votes. Delegate and AJSA Board rankings will account for 70% of each candidate's total score. The remaining 30% will be the ranking of each candidate's application by a committee of three qualified industry leaders. To determine which candidates will get on the board and in what order, these ranks will be added. The lowest score will be the first candidate to get on the board and so on until all the positions are filled. Ties will be broken by counting the number of number 1 rankings the candidates receive.
6. Resignation. Any member of the board of directors may resign at any time by giving written notice thereof to the remaining members of the board of directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any director misses two required events they will be asked to resign by the board.
7. Vacancies. Vacancies in the membership of the board of directors resulting from any cause, including an increase in the number of members of the board of directors, shall be filled by a majority vote of the remaining members of the board of directors at their next regular meeting or at a special meeting called for that purpose. A member appointed to fill a vacancy created by any reason other than an increase in the number of members of the board of directors, shall serve for the unexpired term of his/her predecessor in office and until his successor has been elected and qualified. A member appointed because of an increase in the number of the board of directors shall serve for the term for which appointed, and until his/her successor shall have been elected and qualified.
8. Compensation. Partial or full compensation may be rendered to a member of the board of directors if the board of directors in conjunction with the Junior Activities Director deems is necessary.
9. Meetings. All meetings of the board of directors maybe held at any place, as the board of directors may determine by resolution, or by written consent of all members of the board.
10. Quorum. At all meetings of the board of directors, a majority or more directors shall constitute a quorum for the transaction of business.
11. Advisory Board. The American Junior Shorthorn Association shall manage the affairs of the American Junior Shorthorn Association subject to the approval of the American Shorthorn Association Board of Directors. The American Junior Shorthorn Association Board of Directors shall receive guidance from the Junior Activities Director and the Executive Secretary of the American Shorthorn Association. The Junior Activities Director shall act as representative of the actions of the American Junior Shorthorn Association board of directors, subject to the approval of the American Shorthorn Association board of directors.

#### ARTICLE IV

##### OFFICERS

1. General. The officers of the Association shall consist of a president, vice-president, secretary, and public relations secretary. All officers shall be members of the board of directors and shall be elected each year by a majority vote of a quorum of the board of directors at the annual meeting thereof. The term of all officers shall be one year.
2. Removal. Any officer and/or director so elected may be removed by a majority vote of the delegates present at any regular meeting or special meeting called for that purpose, at which a quorum is present, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.
3. Compensation. No officer shall receive compensation for any services that he/she may render to the Association in his/her capacity as such officer. Salaries and compensation of all agents and employees of the Association may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the president or such other officer or officers as may be empowered by the board of directors to do so.

4. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the Association shall be filled by a majority vote of the board of directors at any regular meeting or at a special meeting called for that purpose and such person so elected to fill any such vacancy shall serve at the pleasure of the board for the unexpired term of his/her predecessor in office, and until his/her successor is duly elected and qualified.
5. Delegation of Authority. The board of directors may from time to time delegate the functions, duties and responsibilities of any officer to any other officer or to any agent or employee of the Association of other responsible person; provided, that in the event of such delegation the officer from whom such responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance of such function or duty or the proper exercise of such power of responsibility.
6. **President.** The president shall be the chief executive officer of the Association and shall have general supervision of the affairs of the Association, subject to the directions of the board of directors, and shall preside at all meetings of the members and the board of directors. He may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the Association, and he may cause the seal to be affixed thereto and may execute all other instruments for, in the name of and on behalf of the Association. The president shall appoint all committees of the Association. The president shall submit to the members annually at their annual meeting a report of the status of the Association and of its activities during the preceding year.
  - a. The president shall have such other and further duties and authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.
7. **Vice-President.** The vice-president shall, in the absence, disability or inability to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties, as the president shall from time to time prescribe.
8. **Secretary.** The secretary shall attend all meetings of the members and of the board of directors, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the association to be kept for that purpose. He/she shall perform like duties for the committees when requested by such committees to do so. He/she shall keep in safe custody the seal of the Association and when authorized to do so shall affix the same to any instrument requiring the seal, when so affixed; he/she shall attest it by his/her signature.
  - a. The secretary shall have the principal responsibility to give or cause to be given notice of all meetings of the board of directors and the members, but this shall not lessen the authority of others to give such notice as provided in these bylaws.
  - b. The secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have and perform such other duties, authorities and responsibilities as may be prescribed from time to time by the board of directors or the president.
9. **Public Relations Secretary.** The public relations secretary shall have the responsibility of reporting on the activities of the Association and of the individual members of the Association to all of the livestock press media.
10. The public relations secretary shall serve as historian of the Association and shall have and perform such other duties, authorities and responsibilities as may be prescribed from time to time by the board of directors or the president.

#### ARTICLE V

##### COMMITTEES

General. The president of the Association may from time to time appoint and designate such committees, and the members thereof, as may be necessary or appropriate property to administer the activities and programs of the Association.

#### ARTICLE VI

##### MISCELLANEOUS

1. Custodian of Securities. The board of directors may appoint the American Shorthorn Association to act as custodian of all securities and other valuables owned by the Association, and to resolution of the board of directors.
2. Depositories and Checks. The moneys of the Association shall be deposited in such manner, in such banks or trust companies, and may be withdrawn in such manner, as the board of directors may direct or designate.
3. Bond. Any officer or employee handling money or securities of the Association may be bonded at the Association's expense in such amount as may be determined by the board of directors.
4. Fiscal Year. The fiscal year of the Association shall begin on July 1 and end on June 30 of each year.
5. **Budget. The board of directors shall receive for their review an annual budget each year from the Junior Activities Director.**

#### ARTICLE VII

The bylaws of the Association may from time to time be altered or amended in any respect or repealed in whole or in part by the voting members of the Association, which power may be exercised by a vote of two-thirds of the delegates present at any annual or special meeting at which a quorum is present.

(Revised November 2005)