

BY-LAWS
OF
ARKANSAS JUNIOR CATTLEMEN’S ASSOCIATION, INC.

ARTICLE I
NAME

The corporation shall be known as the Arkansas Junior Cattlemen’s Association, Inc., or by the duly registered fictitious name “Arkansas Junior Cattlemen’s Association.” The letters “AJCA” may be officially used to designate the organization, its association, or the members.

ARTICLE II
PURPOSE

The purpose of the Arkansas Junior Cattlemen’s Association shall be to promote the welfare of the cattle industry, to further the education and cooperation of young people interested in cattle and the cattle industry, to explore possible beef related career opportunities, and to aid in the attainment of mutual goals set by the AJCA members interested in all phases of the industry. The AJCA will encourage members to demonstrate sportsmanship in all activities, take pride in the organization, and strive for modesty in winning and generosity in defeat.

ARTICLE III
CORPORATE POWERS

This corporation shall have the power:

- A. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation;
- B. To sue and be sued, complain, and defend in its corporate name;
- C. To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- E. To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, act as a trustee, and secure any of its

obligations by mortgage or pledge of all or any of its property, franchises, and income;

- F. To manage its internal affairs in any desired manner so long as the provisions of Arkansas Code Annotated sections 4-28-201 – 4-28-206 and 4-28-209 – 4-28-224 or other laws are not violated; and
- G. To do any and all things necessary, convenient, useful, or incidental to the attainment of its purposes as fully and to the same extent as natural persons lawfully might or could do so long as consistent with the provisions of Arkansas Code Annotated sections 4-28-201 – 4-28-206 and 4-28-209 – 4-28-224.

ARTICLE III DIRECTORS

1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

2. Number, Tenure, and Qualifications. The minimum number of directors of the corporation shall be three (3). The board of directors shall be composed of the AJCA Officers, the Area Adult Advisors, the Adult Officers and the State Director. The directors shall hold office until their successors shall have been elected and qualified.

3. Vacancies. If a vacancy occurs in the board of directors by reason of death or resignation, or if the members fail to fill all the vacancies in the board of directors at the annual meeting or any meeting for the purpose of electing directors, the vacancies shall be filled by the affirmative vote of a majority of the remaining members of the board of directors. Any vacancy caused by removal of a director shall be filled by the members and may be filled at the annual meeting at which the vacancy is created or at a subsequent meeting.

4. Informal Action. Action taken by a majority of the directors without a meeting in respect to any corporate matter shall be valid if, before or after such action, all board members sign and file with the Secretary for inclusion in the Corporate minute book a memorandum showing (a) the nature of the action taken, (b) the consent of each board member and (c) the names of directors approving and directors opposing such action.

5. Proxies. Directors may not vote by proxy.

ARTICLE IV
OFFICERS

1. Number. The officers of the corporation shall be a president, vice-president/president-elect, association secretary, youth treasurer, nine area vice presidents, nine area adult advisors, an adult treasurer/corporate secretary, and an adult parliamentarian.

2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the board of directors. The officer so selected shall hold offices until his successor is chosen and qualified.

3. Election requirements. All officers shall be elected from the active membership during the annual meeting by secret ballot by a majority vote of the members present and voting at the annual meeting. Members must be present to vote. All elected officers shall be members in good standing and shall be residents of the State of Arkansas.

4. Terms of office. The president, president-elect, secretary and youth treasurer will hold office for a term of one year. At such time the vice president moves in to the presidency position.

5. President. The office of president carries many responsibilities. The president is elected by the members to lead the Association. He/she will preside over all meetings of the general membership and the Board of Directors.

6. Vice-President/President-Elect. The president-elect shall serve as vice president for one term, and upon the completion of that term, move into the presidency position. In the absence of the president, the vice-president will conduct the business of the corporation. The president-elect must be at least a sophomore level in high school at the time of the election. He or she must be prepared to speak before groups to represent the AJCA.

7. Association Secretary. The association secretary will keep accurate notes/minutes of all meetings of the AJCA. Minutes should be disbursed in a timely manner to all members of the Board of Directors following each meeting.

8. Youth Treasurer. The youth treasurer will work with the adult treasurer in maintaining an accurate membership roster (names, addresses, e-mail addresses, and telephone numbers) and keeping accurate records of the corporation's financial affairs. The youth and adult treasurers will work together to submit a budget of proposed spending for the upcoming year and a report of actual expenditures to the Board of Directors at the annual meeting.

9. Area Vice Presidents. The nine area vice presidents shall serve as representatives of the members of their respective areas. They shall advise the Board of

Directors as to the feelings and wishes of the members from their area of the state on proposals and stimulate interest in the AJCA in each of their areas, as well as recruiting AJCA members from their respective areas. There shall be no term limits to the office of Area Vice President. The area vice presidents shall be elected by secret ballot at the annual meeting by members of his or her area during the area caucus session. In the event that an area is unrepresented at the annual meeting, a member from that area will have two weeks to notify the President of his or her interest in being appointed to represent his or her area. Following this two week period should an area still be unrepresented, interested members from other areas may make a written letter of application to the President to inform the President of his or her interest in representing that area. The President and the chairman of the Adult Advisory Board will appoint/select members to serve the unrepresented areas. Any vacancy occurring shall be filled by appointment of the President and the chairman of the Adult Advisory Board to complete the unexpired term. If an area vice president misses two consecutive meetings, he or she will be subject to dismissal from the officer team. The nine area vice presidents will be elected for a term of two years. The nine area vice presidents will be elected on a staggered system to provide consistency to the association leadership. Odd numbered areas will elect area vice presidents on odd numbered years. Even numbered areas will elect area vice presidents on even numbered years. Counties shall be assigned to areas as follows:

- Area I. Benton, Boone, Newton, Carroll, Washington, Madison
- Area II. Crawford, Franklin, Johnson, Logan, Pope, Yell, Sebastian
- Area III. Howard, Montgomery, Pike, Polk, Scott, Sevier
- Area IV. Columbia, Hempstead, Nevada, Union, Miller, Little River, Lafayette
- Area V. Ashley, Bradley, Chicot, Cleveland, Desha, Drew, Lincoln, Ouchita, Calhoun, Dallas
- Area VI. Clark, Garland, Grant, Hot Springs, Jefferson, Saline
- Area VII. Van Buren, White, Lonoke, Pulaski, Perry, Conway, Faulkner
- Area VIII. Baxter, Cleburne, Independence, Jackson, Searcy, Sharp, Fulton Izard, Stone, Marion
- Area IX. Arkansas, Prairie, Clay, Craighead, Mississippi, Cross, Crittenden, Lee, Monroe, Phillips, St. Francis, Woodruff, Greene, Poinsett, Randolph, Lawrence

10. Area Adult Advisors. There shall be nine Area Adult Advisors. The Area Adult Advisors shall be elected by the membership during the annual meeting. The Area Adult Advisors shall be elected for a term of two years. The nine Area Adult Advisors will be elected on a staggered system to provide consistency to the association leadership. Odd numbered areas will elect Area Adult Advisors on odd numbered years. Even numbered areas will elect Area Adult Advisors on even numbered years. The Area Adult Advisors will be elected from the same nine areas as the area vice presidents. Adults in these positions will serve as voting members of the Board of Directors and will study, advise, and make recommendations on matters of the corporation. If an Area Adult Advisor misses two consecutive meetings, he or she will be subject to dismissal

from the board, at which time the president and the chairman of the Adult Advisory Board will appoint someone to fill the unexpired term. There shall be no term limits for members of the Adult Advisory Board.

11. Adult Treasurer/Corporate Secretary. The adult treasurer will work with the youth treasurer in maintaining an accurate membership roster (names, addresses, e-mail addresses, and telephone numbers) and keeping accurate records of the corporation's financial affairs. The youth and adult treasurers will work together to submit a budget of proposed spending for the upcoming year and a report of actual expenditures to the AJCA Board of Directors at the annual meeting. The adult treasurer will hold office for a period of three years. The adult treasurer shall maintain the corporate records, and shall serve as Secretary of the corporation.

12. Adult Parliamentarian. The adult parliamentarian will work with the board to ensure that proper parliamentary procedure is followed at all meetings. The adult parliamentarian will serve for a term of three years.

ARTICLE V MEMBERSHIP

Any person interested in and/or engaged in the cattle industry within the State of Arkansas is eligible for membership in this corporation. Membership in the corporation is a privilege, and members abusing their privileges may have their membership revoked, after due process, by decision of the Board of Directors.

Membership shall consist of three classes: Active, Associate, and Honorary. Active and Associate Members shall receive a serially numbered membership certificate evidencing the type of membership conferred and the membership fee paid. If an honorary membership certificate is issued, the records of the corporation shall reflect each and every such certificate issued.

1. Active Membership. Any youth under the age of 20 that pays yearly membership fees is entitled to become an active member of AJCA.

2. Associate Membership. Associate membership is open to those who are interested in the cattle industry and/or AJCA. Associate members will not be eligible to hold office and shall have no voting power or voice in matters of policy of the corporation. Associate memberships shall be open to former AJCA members who have exceeded the age of 20, parents of AJCA members, and others interested in supporting the corporation. Fees for associate membership shall be \$25 per year. Associate members will also be featured on the AJCA webpage, www.ajcattle.com.

3. Honorary Membership. Farmers, school superintendents, cattle producers, advisors, teachers, County Extension Agents, businessmen, and others who have rendered

outstanding service to the corporation may be selected by the AJCA Board of Directors to receive Honorary Membership in the AJCA.

ARTICLE VI MEMBERSHIP FEES

Annual membership fees will be set by the AJCA Board of Directors. Fees shall be mailed to the Arkansas Jr. Cattlemen's Association adult treasurer. Yearly fees must be paid before members may receive sanctioned show points. Fees should be paid by January 1 of each calendar year.

ARTICLE VII ANNUAL MEETING

The annual meeting of the Arkansas Junior Cattlemen's Association will be held in conjunction with the Arkansas Junior Cattlemen's Association Annual Leadership Conference.

ARTICLE VIII ADULT ADVISORY BOARD CHAIRMAN

The Chairman of the Adult Advisory Board will be elected by the Board of Directors during its first meeting following the annual meeting.

ARTICLE IX STATE DIRECTOR

The State Director shall be elected by the Board of Directors at the first meeting following the annual meeting. The State Director shall be a voting member of the Board of Directors and all other committees. It is the State Director's duty to advise the AJCA officers, Area Adult Advisors and other committees on matters of policy, and assist the AJCA with the conduction of meetings, activities, and programs. The State Director or his or her designee shall also keep the official records of membership, sanctioned show points, and financial records. The State Director or his or her designee shall manage the day-to-day operations of the corporation. The State Director shall serve a term of three years, to be annually reviewed by the Board of Directors at the first board meeting following the annual meeting. The Board of Directors may, by majority vote, approve the State Director's continuation in office to fulfill the three year term, or may, by majority vote, replace the State Director for the remaining portion of the term, based upon performance or ethical issues. If a majority of the Board of Directors votes to replace the State Director, a new State Director shall be voted into office for the

remainder of the term by a 2/3 majority vote of the Board of Directors in attendance at the meeting. There shall be no term limits for the State Director.

ARTICLE X MEETINGS

The AJCA Board of Directors shall hold a minimum of two meetings per year, the first being in the first quarter and the second in the last quarter of the year, one of which will host the annual meeting and awards presentation. Additional meetings may be set at the state director and adult advisory board chairman's request.

ARTICLE XI AMENDMENTS

Provided that all members are advised of potential changes at least thirty days in advance, these Bylaws may be adopted, amended, or repealed by a majority vote of the members present at the annual meeting referred to in Article X.

ARTICLE XII SANCTIONED SHOW RULES

-RESERVED-

ARTICLE XIII POINT STRUCTURE

-RESERVED-

ARTICLE XIV SPECIAL AWARDS

The Jason Bertschy Memorial Overall High Point Exhibitor Award shall be presented at the annual awards program to the AJCA member having the highest number of combined points from all categories.

ARTICLE XV LEADERSHIP CONFERENCE

A leadership conference or event should be held annually. Details will be determined by the Board of Directors.

CERTIFICATION OF ADOPTION

The foregoing bylaws of the corporation have been duly adopted this ____ day of _____, 2008, by action of the board of directors of the corporation pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.

Carl Birkner,
Secretary

(SEAL)

APPROVED:

Chairman

Revised 12-5-09