

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. The AJCA is a partner, direct branch and affiliate of the Arkansas Cattlemen’s Association. AJCA will work in cooperation and conjunction with the Arkansas Cattlemen’s Association & its members to attain the purposes and goals of both associations.

ARTICLE III  
CORPORATE POWERS

This corporation shall have the power:

1. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation;
2. To sue and be sued, complain, and defend in its corporate name;
3. 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;
4. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
5. 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;
6. 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
7. 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 IV BOARD OF 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 board of directors of the corporation shall be three (3). The board of directors shall be composed of 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.. The directors shall hold office until their successors have been elected.
3. Election requirements. All junior 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. Junior Area Vice-Presidents. The nine junior 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, members from that area will have two weeks to notify the President and State Director 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 and State Director to inform the President and State Director of his or her interest in representing that area. The President and the State Director will appoint/select members to serve the unrepresented areas. Any vacancy occurring shall be filled by appointment of the President and the State Director to complete the unexpired term.

If a junior area vice-president misses two consecutive meetings, barring extenuating circumstances, he or she will be subject to dismissal from the officer team.

The nine junior area vice-presidents will be elected for a term of two years.

The junior area vice-presidents will have voting privileges in Board of Director Meetings.

The nine junior 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, Ouachita, 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

5. Area Adult Advisors. There shall be nine Area Adult Advisors. The Area Adult Advisors shall be elected by the junior 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 study, advise, and make recommendations on matters of the corporation upon the request of junior board members.

Area Adult Advisors will not have voting privileges in Board of Directors Meetings.

If an Area Adult Advisor misses two consecutive meetings, barring extenuating circumstances, he or she will be subject to dismissal from the board, at which time the president and the State Director will appoint someone to fill the unexpired term. There shall be no term limits for members of the Adult Advisory Board.

6. Vacancies. If a vacancy occurs in the board of directors by reason of death or resignation, or if the junior 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 junior members of the board of directors. Any vacancy caused by removal of a director shall be filled by the junior members and may be filled at the annual meeting at which the vacancy is created or at a subsequent meeting.
7. 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.
8. Proxies. Directors may not vote by proxy.

## ARTICLE V OFFICERS

1. Election requirements. All junior 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.
2. Terms of office. The president, vice-president/president-elect, secretary and youth treasurer will hold office for a term of one year. At the conclusion of each year, during the annual membership meeting, the vice-president/president-elect will move in to the presidency position.
3. Qualifications and Expectations of Officers.
  - Be an active, paid member of AJCA
  - Be able to speak in front of a large group of people
  - Promote comradery among AJCA members
  - Represent AJCA in a professional and courteous manner
  - Play a major role in Thanksgiving Classic (i.e.: working the ring, lining up, registration, recording placings, etc.)
  - Attend AJCA Sanctioned Shows
  - Attend Arkansas Cattlemen's Association Area Meetings
  - Write Articles for the Arkansas Cattle Business Magazine
4. President. The president is elected by the junior members to lead the Association. He/she will preside over all meetings of the general membership and the Board of Directors. The president serves as an ex-officio member of the Board of Directors unless there is a tie in voting at which time the president shall vote on the matter at hand to break the tie. The president shall appoint committees and may serve as ex-officio of appointed committees.
5. 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 16 years old at the time of the election.
6. Association Secretary. The association secretary will keep accurate notes/minutes and attendance of the Board of Directors at all meetings of the AJCA. Minutes should be disbursed in a timely manner to all members of the AJCA following each meeting.
7. 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.
8. 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.

9. 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 VI 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 two classes: Active and Honorary. Active Members shall receive a serially numbered membership certificate evidencing 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 ages 20 and under as of October 1 of the current year who pays yearly membership fees is entitled to become an active member of AJCA.
2. 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 VII 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 the beginning of each calendar year or additional fees may apply.

## ARTICLE VIII ANNUAL MEETING

The annual meeting of the Arkansas Junior Cattlemen's Association will be held in conjunction with the Arkansas Junior Cattlemen's Association Thanksgiving Classic Event.

## ARTICLE IX ADULT ADVISORY BOARD CHAIRMAN

The Chairman of the Adult Advisory Board will be elected by the Junior Board of Directors during its first meeting following the annual meeting. It is the responsibility of the Adult Advisory Board Chairman to act as Interim State Director in the event the State Director resigns before their term is up until a new State Director can be elected at the January board meeting. The Adult Advisory Board Chairman acts as a liaison between the Area Adult

Directors and the Junior Board of Directors. When the Junior Board of Directors calls upon the adults for guidance, the Adult Advisory Board Chairman will gather feedback from the Area Adult Advisors and report back to the Junior Board of Directors.

## ARTICLE X STATE DIRECTOR

The State Director shall be elected by the Junior Board of Directors at the January board meeting. 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 Junior Board of Directors at the January board meeting. The Junior 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 Junior Board of Directors in attendance at the meeting. There shall be no term limits for the State Director.

## ARTICLE XI MEETINGS

The AJCA Board of Directors shall hold a minimum of three meetings per year: January board meeting, Arkansas Cattlemen's Association Convention, and Thanksgiving Classic. Additional meetings may be set at the state director and adult advisory board chairman's request.

## ARTICLE XII QUORUM

In order for the Board of Directors to conduct meetings, a quorum of the Junior Board of Directors must be present. A quorum shall consist of a majority of the Junior Board of Directors.

## ARTICLE XIII AMENDMENTS

Provided that all members are advised of potential changes at least thirty (30) days in advance, these Bylaws may be adopted, amended, or repealed by a 2/3 vote of the members present at the annual meeting referred to in Article VIII.

## CERTIFICATION OF ADOPTION

The foregoing bylaws of the corporation have been duly adopted this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, 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.

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Jackie Morrison, Secretary

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Jayne Green, Interim State Director

Revised 12-5-09

Revised 11-28-15

Revised 11-29-19