

# TEXAS HILL COUNTRY STOCK DOG ASSOCIATION

## CLUB BYLAWS October 1996

### ARTICLE I

#### PURPOSES -POWER

I. NAME: The name of this non-profit corporation shall be: Texas Hill Country Stock Dog Association.

II. OBJECTIVE: The THCSDA is established to create an interest and understanding in the breeding, working, training & trialing of stock dogs in our immediate area. Also, to create a network of relationships among our members.

III. Powers: The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the

Texas Non-Profit Corporation Act.

IV. Registered Office and Agent. The Corporation will have and continuously maintain in the State of Texas:

- a. A registered office which may be, but need not be, the same as its principal office; and
- b. A registered agent who has a business office identical to such registered office and who is either an individual of the State of Texas or a Texas Corporation (whether or not for profit), or a foreign corporation (whether or not for profit), authorized to transact business within State of Texas.

VI. The Corporation shall not be conducted or operated for profit.

- a. No profit, or part thereof, or remainder or residue from any dues or donations to the Club shall be to the inurement of any member or individual.

### ARTICLE II

#### MEMBERS

Annual Meeting The members shall have an annual meeting at the call of the board of directors, to vote on business brought forth by the Board of Directors and to reelect the positions up for reelection. A quorum for annual meetings shall be not less than 5% of the total membership. A majority vote of such quorums shall govern.

II Dues: Membership dues shall be set by the Board of Directors and approved by membership and will be subject to change upon reasonable notification of members. Dues shall be due and payable upon the date of the application of the prospective member. No member may vote whose dues are not paid for the current year.

III. Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after due date.

### ARTICLE III

#### BOARD OF DIRECTORS

I. General Powers: The affairs of the Corporation and all corporate powers including establishing dues shall be exercised by or under the authority of the Board of Directors.

II. The Board of Directors shall consist of seven members. Two positions will be up for reelection every two years and each board member will remain on the board for a period of two years.

III. Vacancies can be filled by a special meeting of the Board of Directors.

IV. The Board of Directors shall meet as necessary to conduct club business.

VI. QUORUM: A quorum shall consist of at least two-thirds of the Board of Directors at the Board meeting.

V. An annual meeting of the Board of Directors will take place after the annual membership meeting.

### ARTICLE IV

#### COMMITTEES

I. COMMITTEES: The president with consent of the Board of Directors, may designate one or more other committees not having and exercising the authority of the Board of Directors and the management and affairs of the Corporation. Members of such committees may, but need not be, Directors. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committees as a Director who is a member thereof.

II. TERMS OF OFFICE: Removal; Resignation: Each member of a committee shall serve at the pleasure of the Board of Directors and may be removed, with or without cause and without notice of hearing, by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Any member of a committee may resign at any time by giving written notice to the Board of Directors and such resignation shall take effect upon receipt thereof, unless otherwise specified therein, and acceptance of such resignation shall not be necessary to make it effective.

III. CHANGE IN NUMBER: The number of committee members may be increased or decreased from time to time by resolution adopted by a majority of the full Board of Directors.

IV. VACANCIES: Vacancies in the membership of any committee may be filled by appointment in the manner provided for the original designation in section I. V. CHAIRMAN: One member of each committee shall be appointed chairman of such committee.

VI. MEETINGS: The time, place, and notice (if any) of committee meetings shall be determined by each committee.

VII. QUORUM: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the full committees will constitute a quorum, and the act of a majority of the members of the committee present in person at a meeting at which a quorum is present shall be the act of the committee. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

VIII. RULES; PROCEDURES: Each committee may adopt rules for its own government not consistent with these bylaws or may operate under the rules adopted for such committee by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

## ARTICLE V

### OFFICERS

I. NUMBER: The officers of the Corporation shall be a president, who shall be a member of the Board of Directors, one vice president, a secretary, and a treasurer. All officers each of whom shall be elected by the Board of Directors for two year terms. Nothing shall prevent one person from being both secretary and treasurer.

II. AUTHORITY : all officers and agents of the Corporation shall have full authority to perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors consistent with these Bylaws.

III. ELECTION OF TERM OF OFFICE: The officers shall be elected every two years by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall qualify or until his death or until his resignation or his removal from office in the manner hereinafter provided.

IV. REMOVAL: My officer or agent elected or appointed by the Board of Directors may be removed, with or without cause and without notice or hearing, by the vote of the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Election or appointment of an officer shall not of itself create any contractual rights. Written notice of the removal of an officer or agent shall be delivered personally or by certified mail directly to such officer's or agent's last known address.

V. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

VI. PRESIDENT: Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall have general and active management and control of the activities and affairs of the Corporation, and shall have such other powers and duties as may be prescribed by the Board of directors or the by laws. The president shall be the chief executive officer. The President will preside at all meetings of members and the Board of Directors and call any special meetings of members, directors and committees.

VII. VICE PRESIDENT: In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by a senior officer or by the Board of Directors.

VIII. SECRETARY: The Secretary shall:

- a. keep at the principal office of the Corporation, or such other place as the Board of Directors may order, the minutes of the meetings of the Board of Directors and the committees of the corporation in one or more books provided for that purpose;
- b. Attest and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date;
- c. keep the original or a copy of the Articles of Incorporation certified by the Secretary of State of Texas, with all amendments thereof to date in the minute's book of the Corporation;
- d. Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- e. Be a custodian of the corporate records and of the seal of the Corporation and assure that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- f. Perform any and all other duties described in these bylaws;
- g. Assure that the books, reports, statements, certificate and all other documents and records required by law are properly kept and filed; and

h. In general perform all duties as from time to time may be assigned to him by the president or by the Board of Directors.

IV. TREASURER: The Treasurer shall;

a. Have charge and custody of and be responsible for all funds and securities of the Corporation;

b. Keep full and accurate accounts of receipts and disbursements in the corporate books;

c. Deposit all money and other valuables in the name and to the credit of the Corporation as may be ordered or authorized by the Board of Directors and preserve proper vouchers for such disbursements;

d. Render to the Officers and the Board of Directors at the regular meetings of the Board of Directors, or whenever anyone or more of the Senior Officers or the Board of Directors requires it, an account of all his transactions as Treasurer and of the financial condition of the Corporation;

e. Be furnished by all officers and agents, at his request, such reports and statements as he may require as to all financial transactions of the Corporation; and

f. In general, perform: all of the duties as from time to time may be assigned to him by officers or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for this faithful discharge of his duties in such sums and with such surety or sureties as the Board of Directors shall determine.

## ARTICLE VI

### INDEMNIFICATION

The Corporation shall indemnify person who is or was a Director, Officer, employee, or agent of the corporation and any person who serves or served at the corporation's request as a Director, officer, Employee, or agent, partner, or trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise to the fullest extent permitted by the Texas nonprofit Corporation Act, as presently constituted and hereafter amended, but only to the extent such indemnification does not constitute an act of self-dealing under section 4941 of the code. Such indemnification shall not be deemed exclusive of any other rights to which a director, officer, employee or agent may be entitled.

## ARTICLE VII

### CORPORATE RECORDS

I. MINUTES BOOK: The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a minute book containing:

- a. The Articles of Incorporation;
- b. The Bylaws;
- c. Any statements of change of registered office or registered agent;
- d. All of the minutes of all meetings of Board of Directors and the committees of the Corporation; and
- e. All of the signed consent of the Board of Directors and the committees of the Corporation. All minutes and consents shall be placed in such minute's book, or, if a number of counterparts of any such consent are signed by the Directors, or the members of the Corporation, as the case may be, one full copy of the consent and the signatures of the other counterparts shall be placed in the minute book. All references in these Bylaws to meetings of the Board of Directors or the committees of the Corporation will also refer to actions taken by consent, and all references in these Bylaws to minutes of meetings shall also refer to signed, written consents.

II. BOOKS OF ACCOUNTS: The Corporation shall keep correct and complete books and records of account of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares.

## ARTICLE VIII

### GENERAL PROVISIONS

I. FISCAL YEAR: The Fiscal year of the Corporation shall be the calendar year.

II. AMENDMENT OF BYLAWS: These Bylaws may be altered, amended or repealed and new bylaws adopted at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of the Board of Directors.

## ARTICLE IX

### ORDER OF BUSINESS AND PROCEDURE

I. Roberts Rules of Order, Revised, will govern any matter of procedure not specifically covered by these Bylaws.

## ARTICLE X

### DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than 3/4 of the membership in good standing. In the event of the dissolution of the club, whether voluntary or involuntary or by the operation of the law, none of the property of the club nor proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets will be given to a charitable or nonprofit organization selected by the Board of Directors.

## ARTICLE XI

### LIABILITY OF MEMBERS

- I. No officer or member shall be personally liable for any bills or obligations of the Club, past or present, except for the payment of his own dues.
- II. No person shall use the name, mailing list, or official insignia of the Club for other than strictly Club purposes without authorization of the Board of Directors, which is to be confirmed in writing by the President or Secretary of the Club.
- III. Debts incurred by members without written prior approval of the Board of Directors are their own.