

CONSTITUTION AND BYLAWS OF THE NATIONAL JUNIOR SANTA GERTRUDIS ASSOCIATION

CONSTITUTION

PREAMBLE

This organization shall be a division of Santa Gertrudis Breeders International (SGBI) and shall be called the National Junior Santa Gertrudis Association.

The purposes and objectives of the National Junior Santa Gertrudis Association, hereafter referred to as NJSGA, shall be as follows:

- A. To be a non-profit, educational organization.
- B. To encourage greater interest in breeding, feeding, exhibiting, and marketing of Santa Gertrudis cattle.
- C. To improve the quality of the Santa Gertrudis breed.
- D. To develop the cooperation, responsibility, and leadership of America's youth.
- E. To encourage educational opportunities for NJSGA members.
- F. To provide increased opportunities for fellowship with others involved in the cattle industry.
- G. To unite area and state associations within the NJSGA.

I. MEMBERSHIP

- A. Junior Members: Junior members may be approved for membership by the SGBI Executive Director upon receipt of a properly completed application for membership and appropriate first-year dues, and shall be young men and women under the age of twenty-one years interested in the Santa Gertrudis breed of cattle.
- B. Honorary Junior Members: Honorary junior membership may be awarded to a non-junior member(s) that has made an outstanding contribution to the NJSGA to merit the recommendation from the junior membership. The junior membership shall nominate candidates from the floor at the annual meeting who are not junior members of the NJSGA. Following nomination, a vote of the general membership may grant honorary junior membership to an individual or couple. [Honorary junior membership is a lifetime award and may only be received once.]

II. MEETINGS AND VOTING

- A. Meetings: The members shall meet at least once in each year in conjunction with the National Junior Santa Gertrudis Heifer Show, which shall give members at least thirty 30 days notification in writing or by electronic transmission where possible.

- B. Voting: Only junior members in good standing shall be entitled to vote at meetings, and each member or proxy shall have a single vote. The affirmative vote of a majority of the members present or represented by proxy at the general membership meeting shall be sufficient for any action, except the amendment to the constitution.
- C. Voting by Proxy: The board of directors may authorize proxies to vote on behalf of absent members at the annual meeting or special meetings of the general membership. The proxies shall always relate specifically to the question or questions to be voted upon. When an amendment to the constitution or bylaws is in question, the board of directors must authorize the giving of proxies. Whenever the board of directors authorizes proxies, an official NJSGA ballot will be mailed. The ballot must be postmarked not less than thirty (30) days prior to the meeting for which such proxies are authorized.
- D. Method of Meeting Notice: Notification shall be in writing or by electronic transmission where possible.

III. THE BOARD OF DIRECTORS

- A. Composition: The governing body of the association shall be the board of directors composed of not more than fifteen (15) members. One-third (1/3) of the directors shall be at-large directors from the entire junior membership, and two-thirds (2/3) of the directors shall come from designated voting districts consisting of approximately 10% of the junior membership. The Bylaws shall establish a system for the nomination and election of directors, as well as guidelines for the reapportionment of districts once every four years.
- B. Elections and Terms: The directors shall serve for terms of two (2) years or until the election and qualification of successors. Directors may not serve more than three (3) successive two-year terms. The general membership shall annually elect directors to fill the expiring terms.
- C. Resignation: Directors may resign by submitting written notice to the NJSGA board of directors and to the SGBI Youth Activities Committee.
- D. Removal: An affirmative vote of two-thirds (2/3) of the entire board of directors may remove a director from office for failure to fulfill the requisites of the "Official Responsibilities of Directors and Officers of the National Junior Santa Gertrudis Association." The director in question must receive notice of the removal vote fifteen (15) days prior to the vote. The removal is subject to review by the SGBI Youth Activities Committee. The Youth Activity Chair, the SGBI Youth Director, or the SGBI Executive Director may remove directors who fail to comply with the "Official Conduct of Directors and Officers of the National Junior Santa Gertrudis Association." Removals may be appealed to the SGBI Youth Activities Committee upon written notice within ten (10) days following the removal. The decision of the SGBI Youth Activities Committee shall be final and binding.

E. Filling of Vacancies:

- a. At-large seats: The board of directors shall elect successors for any at-large directors who fail to complete their terms. Successors appointed by the board shall hold office until the next annual meeting when the junior membership will elect a successor. Successors must be appointed within thirty (30) days after the vacancy opens.
- b. District seats: The voting membership within a district, by an official NJSGA mail ballot within thirty (30) days after a vacancy occurs, shall elect a successor to any district director who may have not completed his or her term. In the event that there are no candidates running for a position held by a district, the district position can then be filled by the candidates from the at large ballot, once all at large positions are filled. This position will be a one year position with the option for two years if there is no candidate to fill the seat during the second year of the term. This rule shall be utilized to maintain the number of 15 members on the board of directors.

F. Quorum: Eight (8) board members shall constitute a quorum of the board of directors authorized to transact business.

G. Notice of Meetings: The president or a majority of the directors may call a meeting of the board having provided fifteen (15) days' written notice to all other directors.

H. Method of Meeting Notice: Notification shall be in writing or by electronic transmission where possible.

IV. OFFICERS

- A. Number: The officers of the association shall be a president, vice president, treasurer, and secretary. All officers must be NJSGA junior members and serving on the board of directors. The board of directors shall elect officers annually. Officers shall serve without compensation for a maximum of three (3) successive one-year terms.
- B. Resignation: Officers of the board of directors may resign prior to the expiration of their term by providing written notice to the board of directors and the SGBI Youth Activities Committee. Resignation from an officer position does not constitute resignation from the board.
- C. Removal: Officers by an affirmative vote of two-thirds (2/3) of the entire board of directors may remove an officer from office for failure to fulfill the requisites of their duties outlined in the Constitution and Bylaws. The officer in question must receive notice of the removal vote fifteen (15) days prior to the vote. The removal is subject to review by the SGBI Youth Activities Committee.
- D. Vacancies: The board of directors shall fill any vacancy in the officer positions for the remainder of that officer's term with the exception of the president. In the event the president is unable to complete his term, the vice president will act in his behalf, and a new vice president will be selected.

- E. President: The president of the association shall be presiding officer at meetings of the executive committee, the board of directors, and the general membership and shall carry on the business of the association under this constitution, the bylaws, and the instructions of the board of directors. The president shall be an "ex-officio" member of all committees. He or she shall perform all duties usually pertaining to the office and be the board of directors' representative on the Youth Activities Committee.
- F. Vice President: The vice president of the association shall be the presiding officer of the association in the absence of the president and shall perform such other duties as the president and board of directors may designate.
- G. Secretary: The secretary shall keep the minutes of the meetings of the general membership and of the board of directors. The secretary shall also report all happenings and activities of the association to the current official publication of SGBI, SGBI, and the media. The secretary shall inform the public about the nature and progress of the association programs and of activities of individual members. The board of directors may elect an assistant secretary to serve in the absence, disability, or refusal of the secretary to serve.
- H. Treasurer: The treasurer shall be responsible for creating an annual budget and submitting it to the board.
- I. Executive Committee: The president, vice president, secretary, and treasurer shall serve as the executive committee.

V. COMMITTEES

The bylaws shall provide a method for the appointment of the executive and other committees of the board of directors.

VI. AMENDMENT OF THE BYLAWS

The board of directors shall propose amendments and revision of the bylaws of the association to the general membership. A simple majority vote of the general membership present and voting by proxy at the annual meeting shall adopt amendments. Amendments of the bylaws shall be placed into the body of the document with the date of amendment.

VII. AMENDMENT OF THE CONSTITUTION

Amendments to this constitution shall be first submitted in writing to the board of directors at meeting of the board at least ninety (90) days before the next annual meeting of the NJSGA. If a majority of the board of directors voting believes the proposed amendment is worthy of submission to the general membership, or if not less than five percent (5%) of the junior members of the association have signed the proposed amendment before its submission to the board of directors, then the board shall notify all junior members in writing of the proposed amendment as part of the notices calling for the next annual membership meeting. If two-thirds (2/3) of the members voting and represented by proxy at the annual membership meeting vote in favor of the proposed

amendment, it shall be adopted. Amendments of the constitution shall be placed in the body of the document with the date of amendment.

BYLAWS OF THE NATIONAL JUNIOR SANTA GERTRUDIS ASSOCIATION

I. MEMBERSHIP AND DUES

Junior members shall be charged dues for the first year's membership and for subsequent years' membership in accordance with the fee schedule established by the board of directors of Santa Gertrudis Breeders International. Upon reaching the age of twenty-one, a junior membership may be converted to active membership by payment of the fair-share dues for the herd.

II. UNITED STATES AFFILIATES

The board of directors may charter affiliates within the United States of America of junior members of NJSGA for the purpose of engaging in local activities for the promotion of the Santa Gertrudis breed. Members of the NJSGA desiring to form an affiliate should submit, in writing, an application for a charter with a statement of the plan of the organization to the Youth Director of SGBI. For the plan to be approved and the charter granted, the following requirements must be met:

- A. The geographical limits of the affiliate shall be such that its members may assemble easily and at frequent intervals.
- B. The proposed activities of the affiliate shall consist of the local promotion of Santa Gertrudis and shall not in any way conflict with the ideals or purposes of NJSGA or SGBI.
- C. Membership must be open to all youth under the age of twenty-one (21) years and interested in Santa Gertrudis cattle.

III. BOARD OF DIRECTORS

The board of directors shall consist of fifteen (15) members selected from the junior membership.

- A. Directors must be under the age of nineteen (19) years of age at the time the term begins. The term shall begin and end with the annual meeting held in conjunction with the National Junior Heifer Show. The election must take place at the National Junior Heifer Show.
- B. Five (5) of the directors shall be elected from the junior membership without any requirement regarding the location of residence. At-large director candidates shall nominate themselves and submit notice of candidacy to the SGBI office. Upon receipt of the nomination, SGBI shall send an application and a list of interview times set forth by the Elections Committee. The interview and the

application shall each account for 30%, and the popular vote shall account for 40% in selecting directors.

- C. Ten (10) members of the board of directors shall be elected from voting districts established by the board. Members residing in each designated voting district shall vote for the number of directors apportioned to that district based upon population. A director elected from a specified district must reside within that district. District votes shall be conducted at the annual membership meeting. Director candidates shall nominate themselves and submit notice of candidacy to the SGBI office. Upon receipt of the nomination, SGBI shall send an application and a list of interview times set forth by the Elections Committee. The interview and the application shall each account for 30%, and the popular vote shall account for 40% in selecting directors.
- D. Any candidate elected to an at-large director position cannot serve as a district director at the same time; instead, the candidate with the next greatest number of votes from the district shall serve the district seat on the board.
- E. The board of directors shall initially and at least every four years thereafter redistrict the designated voting districts as fairly as practical on the basis of the number of junior members within a specific district in relation to the total number of members of the NJSGA.
- F. The board of directors shall establish a system for the election of the directors from the designated voting districts.

IV. QUORUM FOR THE BOARD OF DIRECTORS

Eight (8) members of the board of directors shall constitute a quorum for the transaction of business.

V. COMPENSATION

Officers and directors will agree to serve without compensation but may be reimbursed or partially reimbursed for money expended for performance of their official duties on authorization of SGBI.

VI. PLACE OF BUSINESS

The place of business of the NJSGA shall be the Santa Gertrudis Breeders International headquarters in Kingsville, Texas. All correspondence regarding the NJSGA shall be directed to SGBI in Kingsville, Texas.

VI. COMMITTEES:

- 1. The President shall appoint between three (3) and five (5) members to each committee and designate a committee chair, except in the instances specified in the bylaws. An act by a majority of the entire board shall remove someone from a committee.

2. Committees shall act for the purpose or purposes for which they are created. The committee chair shall be responsible for making a report at each meeting of the board of directors.
3. Standing Committees of the NJSGA shall be:
 - A. Executive: The president shall chair the executive committee. The committee shall be responsible for presenting items to the board for discussion and have other responsibilities as the board of directors may decide.
 - B. Membership: The membership committee shall be responsible for monitoring the rise and fall of membership in the association and devising means of increasing membership and retaining members. The membership committee shall also attempt to improve the quality of membership among inactive members.
 - C. Communications: The secretary shall chair the communications committee. The communications committee shall be responsible for the production of the NJSGA newsletter and informing the membership about the actions of the board of directors
 - D. Elections: The elections committee shall be responsible for evaluating and revising the application for the board of directors. Every four (4) years, the elections committee shall be responsible for redistricting.
 - E. Fundraising: The treasurer shall chair the fundraising committee. The fundraising committee shall be responsible for organizing at least one major fundraiser each year.
 - F. Constitution and Bylaws: The constitution and bylaws committee shall form at least once in every four (4) years to evaluate the constitution and bylaws and propose amendments as necessary.
 - G. Other committees: The board of directors shall recommend the creation of other committees, as it deems necessary. The President shall appoint such committees.