

BYLAWS
of the
MOUNTAIN STATES TEXAS LONGHORN ASSOCIATION

ARTICLE I

Principal Office

The principal office of the Mountain States Texas Longhorn Association shall be located at ~~4930 Artistic Place, Colorado Springs, CO 80917~~ the address of the incumbent Secretary with such additional offices as may from time to time be established.

ARTICLE II

Membership and Membership Meetings

Section 1: Members

Membership in this organization shall consist of (1) Active; (2) Honorary; (3) Lifetime; and (4) Junior.

Active Membership: may be granted, upon payment of appropriate fees, to those interested in promoting Texas Longhorn Cattle, and who have attended two (2) Association ~~meetings or events~~ meeting in the preceding year, and have been a member for at least three (3) months. Individuals, partnerships, corporations, organizations, governmental agencies, and estates of deceased persons may become Active Members. Active membership may be granted, without the participation requirements, by majority vote of the members at a regularly scheduled membership meeting.

Comment [KT>1]: Members: This is a version of the recent changes/updates to the bylaws. Please let me know if you see the need for any additional comments. Changes, additions, deletions, etc.

We will vote to adopt all integrated changes at the next meeting: March 13th, 2010 at the Grill at Latigo, Noon.

Thank you! Kevin Trigueiro, President, MSLTA.org

Honorary Membership: The Board of Directors may award honorary memberships from time to time to those individuals who merit special recognition for their efforts in furthering the aims and objectives of the Organization. Honorary members will not be required to pay dues.

Lifetime Membership: may be granted, upon payment of appropriate fees, to any person who would otherwise meet the qualifications of an Active Member. The Lifetime memberships are restricted to individuals and voting rights are contingent on participating in at least two (2) events in the preceding year.

Junior Membership: may be granted, upon payment of appropriate fees, to individuals up to 18 years of age. A Junior member will have the rights of membership except voting privileges.

Section 2: Method of Approval of Membership

Application for membership shall be made in writing and shall be approved by the Treasurer.

Section 3: Annual Meeting

The annual meeting of the members of the Organization for the election or ratification of Directors, and such other business as shall come before it, shall be held [in the month of December](#), at the time and place designated by the Board of Directors, written notice given to the membership at least two (2) months in advance of the meeting.

Section 4: Special Meeting

Bylaws of the Mountain States Texas Longhorn Association

The President or a majority of the Board of Directors may call special meetings of the Organization by giving written notice to the membership of the time and place of such meeting at least thirty (30) days in advance and of the business to be transacted at such meetings, provided, however, that no business shall come before special meetings except that specified in the call.

Section 5: Voting

Only currently paid up Active and Lifetime members shall have voting privileges. All Active members other than an individual shall designate in writing one (1) person to act for the member, including but not limited to voting rights. Said person acting for the member will be recognized as representing the same until changed in writing. Active and Lifetime members must vote in person or by mail-in ballot, not by proxy. Each mail-in ballot shall (a) state the name of the member voting, (b) how the vote is being cast, and (c) be signed by the member.

Section 6: Quorum

For the purpose of an election and the transaction of other business, a Quorum shall consist of fifteen (15) or more voting members or 30 percent (30%) of the total voting membership, whichever is the least.

ARTICLE III

Board of Directors

Section 1: Powers and Duties

The business, property, and affairs of the Organization shall be managed and controlled by the Board of Directors. The Directors may delegate certain of their duties to the Officers and agents of the Organization, but such delegation shall not relieve the Board of Directors of responsibility for any action with respect to such delegated duties.

Section 2: Number, Election, and Term of Office

(a) The number of Directors shall be ~~seven (7)~~nine (9) including the President, Vice President, ~~and Secretary / Treasurer~~Secretary, and Treasurer who shall automatically serve as members of the Board of Directors. Each Director shall be elected by a majority vote of the members voting. Each Director shall serve from the time of appointment until a successor has been appointed; or until death, resignation, or removal.

(b) The Directors, other than the ~~three- four~~ officers, shall be elected to a term of two (2) years, so that each year two, or no more than three, of the Directors terms expire. No one may serve more than five (5) consecutive years as a Director.

Section 3: Qualifications

Any member who has paid all dues to the Organization and who agrees to attend at least ~~three (3)~~two (2) of the regular ~~quarterly~~ meetings of the Board per year shall be eligible to be elected a Director of the organization.

Section 4: Vacancies

Any vacancy on the Board of Directors caused by death, resignation, or removal of a Director may be filled by a majority vote of the Directors then in office.

Section 5: Removal of Directors

Any one or more of the Directors may be removed, either with or without cause, at any time, by a vote of eighty (80) percent of the Directors then in office; or by a majority vote of the members eligible to vote. Failure of a Director to attend three of the regular meetings of the Board held during a calendar year shall be considered cause for the removal of such Director.

Section 6: Meetings of the Board, Notice of Board Meetings, and Waiver of Notice

(a) There shall be two different types of Board meetings, regular and special. The Board meetings may be held where the Board determines by resolution.

(b) At least ~~four (4)~~three (3) Board meetings shall be held each year at times specified by the Board. Additional regular meetings shall be held as fixed by resolution adopted by the Board.

(c) Special meetings of the Board shall be held whenever called by the President or by a majority of the Directors, upon ~~ten (10)~~fifteen (15) days advanced written notice to the Directors. Such written notice shall set forth the time and place of the special meeting and the business to be conducted at the meeting. Only business specified in the notice may be covered in the special meeting.

(d) Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of law, under provisions of these Bylaws, or other documents governing this Organization; a waiver thereof in writing, signed by the person or persons

entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice.

Section 7: Quorum and Voting

(a) A majority of the number of Directors holding office shall constitute a Quorum for the transaction of business. The acts of the majority of the Directors present at a meeting of the Board of Directors, duly called and at which a Quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting unless the agreement of a greater proportion for an action is required by these Bylaws. There shall be no proxy voting at a Board Meeting. Any Director may call for a hand vote or written ballot. If, at any meeting of the Board of Directors, there shall be less than a Quorum present, a majority of those present may adjourn the meeting, without further notice, until a Quorum is present.

(b) Any action required or permitted at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 8: Compensation

Directors and members of any committee of the Board of Directors shall not be compensated for their services as Directors or committee members, provided the foregoing shall not prevent a Director or committee member from serving the Organization in any other capacity and receiving compensation for such other services only upon specific authorization of the Board of Directors.

ARTICLE IV

Officers

Section 1: Specification of Officers

The officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer. ~~/Treasurer,~~ and such other Officers as the Board of Directors may from time to time designate. ~~However, only t~~The President, Vice President, Secretary and Treasurer ~~and the Secretary / Treasurer~~ shall be voting members ~~of with~~ the Board of Directors.

Section 2: Election and Term of Office

(a) The President, Vice President, Secretary, Treasurer. ~~/Treasurer,~~ and other Officers designated by the Board of Directors shall be elected by a majority of the votes of the Active and Life members eligible to vote. Each shall serve for a term of one (1) year, until a successor is chosen and qualified, or until the Officer dies, resigns, or is removed.

(b) The Officers of the Organization may be re-elected to additional terms of office as long as the Officer will not be serving more than five (5) consecutive years as an Officer and/or Director.

(c) An Officer elected to fill a vacancy caused by the death, resignation, or removal of an Officer shall be elected only for the remainder of the unexpired term of the predecessor.

Section 3: Removal of Officers

Any Officer may be removed from office by a resolution adopted by a majority of the Directors then in office or a vote of the eligible members whenever, in their judgment, the best interest of the Organization will be served; but the removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an Officer shall not itself create contract rights.

Section 4: Duties and Powers

(a) President: The President shall develop an agenda for and preside over all meetings of the Board of Directors. The President shall have primary responsibility for all matters relating to carrying out Organization policy. The President shall perform other duties incident to the office of President, including representation of the Organization in the public domain, and shall perform such other duties and have such other powers as the Board of Directors may prescribe. If the President is unable to serve, the Vice President, ~~and Secretary, /Treasurer, and Treasurer~~ shall be authorized, in that order, to act in place of the President.

(b) Vice President: The Vice President shall, in the absence of the President, or during the President's inability to serve (as determined by majority vote of the Board of Directors, not counting the votes of the President and Vice President), preside in the

President's place at all meetings of the Board and be vested with all the powers and responsibilities of the President.

~~(e) Secretary / Treasurer: The Secretary / Treasurer shall attend and keep the minutes of all meetings of the Board of Directors, issue proper notice of all meetings, perform all other duties incident to the office of Secretary / Treasurer, perform other duties and have powers prescribed by the Board of Directors.~~

(c) Secretary: The Secretary shall attend and keep minutes of all meetings of the Board of Directors, issue proper notice of all meetings, perform all other duties incident to the office of Secretary, perform other duties and have powers prescribed by the Board of Directors.

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~~(e)(d) Treasurer: The Treasurer shall keep a correct and complete set of books, records of account of all business and transactions of the Organization, perform all other duties incident to the office of Treasurer, and perform other duties and have powers prescribed by the Board of Directors.~~

ARTICLE V

Committees

The Board of Directors may, by resolution, appoint one or more committees, each committee shall have members of the Board of Directors as its Chairman or Co-Chairman, if any. No such additional Committee shall have or exercise the authority of the Board of Directors in the management of the Organization.

ARTICLE VI

Seal

The Organization may have a Seal of such design as the Board of Directors may adopt. If adopted, the custody of the Seal shall be with the Secretary ~~and Treasurer~~, who shall have authority to affix the Seal to all instruments where its use is required.

ARTICLE VII

Fiscal Year

The fiscal year of the Organization shall be the twelve (12) month period ending on 31 December of each year.

ARTICLE VIII

Books and Records

The Secretary ~~and~~ Treasurer shall, respectively, keep a correct and complete set of books, records of account of all business and transactions of the Organization, and the minutes of the proceedings of the Board of Directors and committees at the principal office (Secretary's residence) of the Organization, except that the Treasurer may maintain appropriate books, records, and accounts at the Treasurer's residence to be produced at the request of the President or Board of Directors.

ARTICLE IX

Loans to Directors and Officers Prohibited

No loan shall be made by the Organization to a Director or Officer. The Directors of the Organization who vote for or assent to making a loan to a Director or Officer of the Organization, and any Officer or Officers participating in the making of such a loan, shall be jointly and severally liable to the Organization for the amount of such loan until the repayment thereof.

ARTICLE X

Indemnification

The Organization shall indemnify each Director, Officer, former Director, or former Officer of the Organization against any expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. The indemnification provided for shall not be deemed exclusive of any other rights to which such Director or Officer member may be otherwise entitled.

ARTICLE XI

Amendments of the Bylaws

These Bylaws may be altered, amended, or repealed, in whole or in part, or additional Bylaws may be adopted, by a vote of eighty (80) percent of the Directors or a majority vote of the members eligible to vote and present at a meeting provided proper notice of the meeting was given (not less than thirty (30) days notice of the time, place, and business to be conducted) and precise wording of the proposed change(s) is provided in the meeting notice.