

BYLAWS
OF
TEXAS LIVESTOCK GUARDIAN DOG ASSOCIATION
A NONPROFIT CORPORATION

ARTICLE 1
OFFICES

Principal Office

1.01. The principal office of the corporation in the State of Texas shall be located in Tom Green County, Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
MEMBERSHIP, VOTING, NOMINATIONS & ELECTIONS

2.01 There shall be four types of membership open to persons who subscribe to the purposes of the Texas Livestock Guardian Dog Association (TLGDA or Organization). Applicants are required to submit a TLGDA Application for Membership requesting Board of Directors approval for membership.

- a) Full Breeder Membership in the Organization is open to all persons eighteen years of age and older who own a minimum of 1 livestock guardian dog. Full members enjoy all the privileges of this Organization, including voting and holding office. Full membership entitles the member to one vote per household/ranch and may hold only one office at any one time. Breeders will receive a listing on the organization's breeder page of the website for one calendar year.

- b) Full Membership in the Organization is open to all persons eighteen years of age and older who own a minimum of 1 livestock guardian dog. Full members enjoy all the privileges of this Organization, including voting and holding office. Full membership entitles the member to one vote per household/ranch and may hold only one office at any one time.
- c) Associate Membership in the Organization is open to all persons eighteen years of age and older, regardless of livestock guardian dog ownership. An associate member shall enjoy all the rights and privileges of the Organization (including receipt of any publication) except the right to vote, to hold office, and/or to be listed as a breeder in the Membership Directory.
- d) Junior Membership in the Organization is open to persons 10-17 years of age. They must obtain written consent of their Parent/Guardian. Junior Members cannot vote or hold office. Junior Members shall automatically convert to Full Membership upon reaching their 18th birthday.

2.02 Annual membership dues shall be determined by a majority vote of the Board of Directors and shall be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. A reminder of dues for the ensuing year will be sent to each member by the Secretary during the fourth quarter of each year. Any member wishing to be listed as a “Breeder” shall pay an additional annual fee as determined by a majority vote of the Board of Directors.

2.03 Membership may be terminated as follows:

- a) Any member in good standing may resign from the Organization upon written notice to the Secretary, but no member may resign when in debt to the Organization and no dues shall be refunded. Dues’ obligations are considered a debt to the Organization, and they are incurred on the first day of each fiscal year.
- b) A membership will be considered lapsed and automatically terminated if such member’s dues remain unpaid on March 1 of the year. However, the Board may grant an additional quarter of grace to such delinquent member in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of the date of that vote, hold office, or be listed in the Membership Directory.
- c) A membership may be terminated by exclusion as provided in Article 9 of these Bylaws.

2.04 Voting shall be limited to those Full Members in good standing for the annual election of Directors, for amendments to the Bylaws, and other questions submitted to vote of the membership by the Board. Votes shall be cast by mail or electronically. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for the decision of the

members by written ballot cast by mail or electronic mail and shall do so on any action taken by the Board when requested by 10% of the Organization Full Members.

2.05 The election of Directors shall be conducted by mail or electronic ballot. Ballots to be valid must be received by December 1 by the Vice President or another qualified officer or party designated by the Board. Ballots shall be counted at a subsequent Board of Director meeting (online or in person) with nominees to be seated at the Annual Meeting, first quarter of next year. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at that time is unable to serve for any reason, such nominee shall not be elected, and the vacancy so created shall be filled by the Board. Tie votes shall be decided by the Board. The results of the election shall be published by electronic mail in the 1st quarter.

2.06 Candidates for the Board shall be nominated in accordance with these Bylaws. The Board shall appoint a Nominating Committee in the years in which an election is necessary under these Bylaws. The appointment of the Nominating Committee shall occur no later than the first day of the 3rd quarter. The Nominating Committee shall consist of the Vice President and at least two Full Members who are not current members of the Board. The Vice President shall act as chairman of the Nominating Committee. The Nominating Committee shall nominate from among the eligible members of the Organization, one candidate for each available Director position. The committee shall submit its slate of candidates to the Board at or before October 15 and ballots will be sent out by November 15.

To be eligible for nomination to the Board, a nominee shall have been a member in good standing of the Club for at least one calendar year at the time of nomination.

ARTICLE 3 **BOARD OF DIRECTORS**

General Powers

3.01. The affairs of the corporation shall be managed by its Board of Directors. The initial Board members shall be the individuals set forth in the Certificate of Formation.

Number, Tenure, and Qualifications

3.02. The number of Directors shall be not less than three nor more than nine. All directors shall serve a term of three years following the year in which they were elected. There shall be three Directors elected annually by expiring terms and shall be filled as provided for in Article 3. Two members residing under one roof may not serve at the same time on the Board of Directors.

Regular Meetings

3.03. An annual meeting of the Board of Directors shall be the first BOD meeting held the first quarter of the calendar year and is when the new board is seated, and officers are elected

by the board. A regular meeting of the Board of Directors shall be held at least once each quarter of the calendar year, as close to the beginning of each quarter as possible, unless otherwise notified in accordance with Section 3.05 of this Article 3. The Board of Directors may provide by resolution the time and place in Texas for the holding of additional regular meetings of the Board.

Regular Members Meetings

3.03.a The Board of Directors shall hold at least one annual meeting of the association membership per calendar year, notified in accordance with Section 3.05 of this Article 3.

Special Meetings

3.04. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Special Meetings of the Members may be called by or at the request of the President, any two Directors or 10% of the Organization Full Members. The person or persons authorized to call special meetings of the Board or Members may fix any place either within or without the State of Texas, as the place for holding any special meetings called by them.

Notice of Meetings

3.05. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or electronically to each Director at his or her contact information as shown by the records of the TLGDA. Notice of any special meeting of the Members shall be given at least five days previously thereto by written notice delivered personally or sent by mail or electronically to each Member at his or her contact information as shown by the records of the TLGDA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If sent electronically, such notice shall be deemed to be delivered when sent to the e-mail address on record as shown by the records of the corporation. Any Director or Member may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notification of the Special meeting or any regular meeting shall be accompanied by an agenda.

Quorum

3.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but, if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.

3.07 A quorum of the Members for purposes of Member meeting shall be those Members in attendance at the meeting or the Members that submit ballots in compliance with Section 2.04.

Manner of Acting

3.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

3.08. The Board of Directors shall be elected from the membership by popular vote of the membership by an e-mail or mail-in vote during the 4th quarter. Results of the election shall be announced via e-mail during the 1st quarter of the new calendar year. A Member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

3.09. Directors shall not receive any compensation for their services.

Informal Action by Directors

3.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE 4 **OFFICERS**

Officers

4.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

4.02. The officers of the corporation shall be elected annually by the Board of Directors during the 1st quarter meeting of the Board of Directors, which is the annual board meeting. If the election of officers cannot be held at such meeting, the election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of

Directors. Each officer shall hold office for one year or until replaced by a duly appointed or elected officer.

Removal

4.03. Any officer elected or appointed by the Board of Directors may be removed by the vote of two-thirds or more of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Vacancies

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

President

4.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

4.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all 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 the Vice President by the President or Board of Directors.

Treasurer

4.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance

with the provisions of Article 5 of these bylaws; and in general perform all the duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Secretary

4.08. The Secretary shall keep the minutes of all TLGDA meetings, providing copies of the minutes to the BOD and publishing them in anyway determined by TLGDA, such as on Facebook or by email as well as by keeping print copies in book or books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep an updated membership directory including the name, type of membership, email, postal and physical address of all members as provided by the members on the TLGDA Application for Membership and to be provided to the directors or any committees as needed; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE 5 **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Contracts

5.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

5.02. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Deposits

5.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 6

BOOKS AND RECORDS

6.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

6.02. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise with the general purposes or any special purpose of the corporation. The corporation will have full control of all donations received and full control of all distributions thereof. No contribution shall be accepted under the condition it must be donated to a particular individual, family, or special assistance program.

ARTICLE 7 FISCAL YEAR

7.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 8 COMMITTEES

8.01 The Board may appoint standing committees to advance the work of the Organization in all fields which may well be served by committees. Such Committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on projects and shall act for the duration of the assigned task or until the end of the calendar year.

8.02 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s); and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE 9 DISCIPLINE

9.01 Any member may refer charges against a member for alleged misconduct prejudicial to the best interests of the Organization. Written charges with specifications must be filed with the Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Organization. If the board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Organization, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board of not less than three members of the Board, not less than 3 weeks nor more

than is thereafter. The Secretary shall promptly send a copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

9.02 The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Organization for not more than 1 year from the date of the hearing. There shall be no appeal for suspensions or expulsions. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall send each of the parties' copies of the findings and notify all members via electronic correspondence of the suspension. If the Board deems a 1-year suspension insufficient punishment, it may also recommend in its findings that the penalty be a 5-year suspension or life-time expulsion. In such case, the suspension may not restrict defendant's right to submit a position paper to the Secretary of no more than three typed pages in length to be include with the Board's findings and recommendations and said paper shall be sent to all members via electronic correspondence.

9.03 Expulsion of a member from the Organization may be accomplished by a 2/3 vote of the eligible members voting with a ballot to be included in the same electronic correspondence with the Board's findings and the defendant's position paper if he or she chooses to submit one and voting instructions for using the eligibility procedures outlined in 2.04. If expulsion is not so voted, then the suspension shall stand.

ARTICLE 10
WAIVER OF NOTICE

10.01. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11
AMENDMENTS TO BYLAWS

11.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds of the members present at any regular meeting or at any special meeting, if at least ten days' written notice is given to the membership of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

EXECUTED effective _____, _____, Secretary

APPROVED: _____, Chairman