

# **FLORIDA YOUTH BRAHMAN BOOSTERS ASSOCIATION BY-LAWS**

Adopted January 12, 2016

*(NOTE: In these By-Laws, the masculine pronoun is understood to denote the masculine, feminine and neuter genders.)*

## **ARTICLE I NAME AND LOCATION**

**SECTION 1.** The name of this organization shall be FLORIDA YOUTH BRAHMAN BOOSTERS ASSOCIATION, hereinafter called FYBBA.

**SECTION 2.** The principal office shall be 17 Virginia Circle, Venus, Florida, County of Highlands, and State of Florida.

## **ARTICLE II PURPOSE AND OBJECTIVES**

### **SECTION 1. PURPOSE**

The FLORIDA YOUTH BRAHMAN BOOSTERS ASSOCIATION is committed to enhancing the programs and activities of youth involved in raising, producing or showing Brahman cattle in the state of Florida.

### **SECTION 2. OBJECTIVES**

- A. To influence financial growth and stability for programs that enhances the experiences of Florida Brahman youth.
- B. To promote an educational program to advance the interests and welfare of Florida Brahman youth

## **ARTICLE III MEMBERSHIP**

**SECTION 1.** The membership of the FYBBA shall consist of two classes: active members and associate members. The acceptance and classification of new members are subject to approval of the Board of Directors.

**SECTION 2.** Active membership shall be limited to persons classified as a ranch or individual, full- or part-time cattle breeder or ranch employee.

**SECTION 3.** Associate memberships may be granted to persons who cannot qualify for active membership but who have a direct or indirect interest in FYBBA.

**SECTION 4.** Active members are entitled to all of the rights and privileges of the FYBBA as defined in the Membership Agreement, and to the privileges of the floor at regular or special meetings, subject to the rules governing such meetings.

**SECTION 5.** Associate members are entitled to all the rights and privileges of active members except that they may not vote in the annual or special membership meetings of the FYBBA nor may they hold office on the Board of Directors.

**SECTION 6.** Privileges and services provided by the FYBBA on the basis of membership are extended to include the immediate family of the member, i.e., the spouse and unmarried children under 21 years of age who are domiciled with the member.

**SECTION 7. MEMBERSHIP IN GOOD STANDING**

- A. The definition of membership in good standing is dually adopted and now in force or hereinafter adopted and promulgated at any annual meeting of the FYBBA shall be the definition of membership in good standing. The foregoing rule shall also obtain where the matter of active membership in good standing in the FYBBA is the basis for fixing a right to or a privilege of membership in any associated, affiliated, or subsidiary organization of the FYBBA.
- B. Upon the request of any associated, affiliated, or subsidiary organization of the FYBBA, the Secretary shall certify to the organization making such request a list of the members of the FYBBA who are in good standing as of the date specified in such request.

**ARTICLE IV  
DUES**

**SECTION 1.** Amount: The FYBBA Board of Directors shall have the authority to establish the annual dues to be paid by their members, active or associate.

**SECTION 2.** Payment: Dues are payable in advance; however, a grace period of 30 days shall be allowed before the services offered by the FYBBA, on the basis of membership, shall be subject to termination. Dues must be paid no later than Mach 1 of the current year in order for the member to be eligible to vote at the annual meeting.

**ARTICLE V  
MEETINGS**

**SECTION 1. ANNUAL MEETING**

The annual meeting of the members of the FYBBA shall be held in the spring of each year. The date is to be selected by the FYBBA Board of Directors and announced a minimum of 30 days prior.

**SECTION 2. REGULAR AND SPECIAL MEETINGS**

- A. Regular and special meetings of the FYBBA members may be called by the President or by a majority vote of the duly elected Board of Directors, and shall be called by the President upon written request signed by one-fourth of the FYBBA membership.
- B. A meeting by teleconference is acceptable if deemed necessary

### **SECTION 3. NOTICE**

Notice of meetings of members and of all matters concerning the FYBBA shall be deemed to have been given by placing in the mail, to the last known post office address of the member, at least 10 days prior to such meeting, notice thereof in writing or by printing in an official publication circulated among members in good standing.

### **SECTION 4. VOTING**

Active members of the FYBBA who are in good standing shall be entitled to vote at any regular or special meeting of members. At any such meeting, those active members in good standing may take part and vote in person.

### **SECTION 5. PRIVILEGES OF THE FLOOR**

Members of the FYBBA in good standing shall be entitled to the privileges of the floor, subject to the most recent edition of Robert's Rules of Order.

### **SECTION 6. QUORUM**

Thirty-five percent (35%) of the active members in good standing present shall constitute a quorum for the transaction of business at any regular or special meeting of members. The favorable vote of a majority of such members present in quorum shall be necessary for the determination of any matter, except that a lesser number may adjourn from time to time.

### **SECTION 7. PRESIDING OFFICER**

The President, if present shall preside at all meetings of the members of the FYBBA. In his absence, the next officer in due order who may be present, shall preside. The order of officers for this purpose shall be as follows: President, Vice President, Treasurer, Secretary.

## **ARTICLE VI BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND AUTHORITY**

The business and authority of the FYBBA shall be managed and controlled by a Board of Directors comprised of 8 elected Directors and an Executive Director, who shall be appointed by the Board of Directors to a 2 year term.

### **SECTION 2. ELECTION OF DIRECTORS**

The voting members shall elect the Board of Directors annually to serve until their successors are duly elected and qualified. Directors are elected to a 2 year term, with half of the Board being elected each year. Election shall be at the annual meeting of voting members.

### **SECTION 3. NOMINATING COMMITTEE**

- A. The Nominating Committee shall consist of three members, to be appointed by the President and approved by the Board.
- B. It is the responsibility of the committee to secure the best candidates for the ballot, and to present a slate of qualified candidates to the Board for approval and to the Membership for a vote.
- C. Persons serving on the committee shall be eligible for nomination.

#### **SECTION 4. QUALIFICATIONS**

The members of the Board of Directors, both elected and appointed, must be members in good standing of the FYBBA.

#### **SECTION 5. MEETINGS**

The Board of Directors shall meet in regular session in south Florida at least quarterly, or more often if necessary, to conduct the business of the FYBBA. The President may call special meetings with five days written notice. Regular meeting notice shall be by email, mail, telephone, or facsimile transmission.

#### **SECTION 6. QUORUM**

A majority of the Board of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Board present at any meeting may adjourn to a later date but not transact any business.

#### **SECTION 7. FAILURE TO ATTEND MEETINGS**

- A. Any Director unable to attend a meeting shall notify the Secretary of their absence prior to the meeting. If notice is not given prior to the meeting, the absence will be considered unexcused.
- B. Any member of the Board of Directors who acquires two consecutive unexcused absences shall be brought up for removal of office, and will receive written notification from the Secretary.
- C. At the meeting immediately following the accumulation of two consecutive unexcused absences, the Director in question will be voted upon by the Board of Directors. A majority vote will determine the reinstatement or dismissal of said Director.

#### **SECTION 8. VACANCIES**

- A. In case of any vacancy on the Board of Directors or officers, except the office of President, through death, resignation, disqualification or otherwise, the Board of Directors shall elect a successor to fill such vacancy until the next regularly scheduled election cycle, at which time the members shall elect a Director to fill the balance, if any, of such unexpired terms.
- B. If the office of President is vacated, the Vice President shall assume the duties of the President, and the aforementioned procedure shall be used to fill the office of Vice President.

#### **SECTION 9. COMMITTEES**

The President appoints the Chairman and Vice-Chairman of each committee, with the approval of the Board of Directors. Ad hoc committees may be created for a specific issue or policy matter.

### **ARTICLE VII OFFICERS**

**SECTION 1.** The officers of the association shall be: a President, Vice President, Secretary and Treasurer.

#### **SECTION 2. ELECTION OF OFFICERS**

Officers shall be elected annually by the Board of Directors from the current Board of Directors and shall serve until the election and acceptance of their respective successors. Officers may be removed at any time by a two-thirds vote of the Board of Directors.

#### **SECTION 3. PRESIDENT**

The President shall be chief executive officer of the FYBBA. He shall preside at all meetings of its members and at all meetings of the Board of Directors. Subject to the approval of the Board of Directors, the President shall have general charge of the business of the FYBBA.

#### **SECTION 4. VICE PRESIDENT**

Vice President shall in the absence of the President exercise the powers and perform the duties of the President. Otherwise he shall have such powers and perform such duties as may be assigned to him by the President or by the Board of Directors. Should the office of President become vacant, the Vice President shall automatically succeed to the office of President to serve until the next regularly scheduled election.

#### **SECTION 5. SECRETARY**

The Secretary shall cause to be kept the minutes of the meetings of members, and of the Board of Directors, and record all actions of the FYBBA and the Board of Directors in a book or books to be kept for that purpose; he shall attend to the giving of all notices required to be given. He shall have charge of and keep the seal of the FYBBA and shall affix the seal, attested by his signature, to such instruments as may be required. He shall in addition perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

#### **SECTION 6. TREASURER**

The Treasurer shall oversee the accurate account of receipts and disbursements, and the deposit of all money, checks and other obligations to the credit of the FYBBA, which shall be conducted by the principal office; shall disburse the funds of the FYBBA in accordance with due authorization of the Board of Directors, taking suitable vouchers for such disbursements; shall render a statement of account and transactions whenever required by the Board of Directors; and shall make a complete annual statement before each annual meeting of the FYBBA, which annual statement shall be verified by a certified public accountant to be selected by the Board of Directors; and generally shall perform all duties incident to the office of Treasurer subject to the control of the Board of Directors.

#### **SECTION 7. EXECUTIVE DIRECTOR**

The Executive Director acts as the Chief Operating Officer of the Florida Youth Brahman Boosters Association; shall be responsible for organizational structure and procedures; development and implementation of a fiscal operating budget; hiring; training and supervision of staff in the event that was needed; maintaining national and state relations; overseeing maintenance of organizations assets; and long-range planning; shall serve as an activist on state and federal related issues affecting the FYBBA; shall be responsible for monitoring growth management, show issues including regulatory programs affecting FYBBA and AJBA members at the local and regional levels; shall be responsible for bookkeeping; maintenance of service agreements with outside vendors; membership programs and benefits; and correspondence with FYBBA on membership matters.

### **ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**SECTION 1.** Third Party Suits: To the extent permitted by Florida law from time to time in effect and subject to the provisions of this Article, the FYBBA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the

right of, the FYBBA), by reason of the fact that he is or was a director, officer, employee, or agent of the FYBBA, or is or was serving at the request of the FYBBA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the FYBBA or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption which he reasonably believed to be in, or not opposed to, the best interests of the FYBBA or its members, or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

**SECTION 2.** Suits by or in Right of the FYBBA: To the extent permitted by Florida law from time to time in effect and subject to the provisions of this Article, the ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the FYBBA to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the FYBBA, or is or was serving at the request of the FYBBA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the FYBBA or its members, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the FYBBA unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstance of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**SECTION 3.** Indemnification Against Expenses: To the extent that a person who is or was a director, officer, employee, or agent of the FYBBA, or a director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise with which he is or was serving at the request of the FYBBA, has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**SECTION 4.** Determination that Indemnification is Proper: Any indemnification under Sections 1 or 2 of the Article (unless ordered by a court) shall be made by the FYBBA only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 or 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties of such action, suit, or proceedings; or, (2) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or, (3) by the members.

**SECTION 5.** Reimbursement of Expenses: Expenses, including attorneys' fees, incurred by any person who may have a right of indemnification under this Article in defending a civil or criminal

action, suit, or proceeding may be paid by the FYBBA in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided by Section 4 of this Article upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the FYBBA pursuant to this Article.

**SECTION 6. By-Laws Not Exclusive:** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under any by-laws, agreement, vote of members, or disinterested directors or other wise, both as to action in his official capacity and as to action in another capacity while holding his office, except to the extent that such indemnification may be contrary to law. The indemnification provided by this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person, in the event of his death.

**SECTION 7. Insurance:** The FYBBA may purchase and maintain insurance (and pay the entire premium therefore) on behalf of any person who is or was a director, officer, employee, or agent of the FYBBA, or is or was serving at the request of the FYBBA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the FYBBA would have the power to indemnify him against such liability under the provisions of this Article or under the laws of the State of Florida.

**SECTION 8. Severability:** The invalidity or unenforceability of any provisions of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## **ARTICLE IX FINANCE**

**SECTION 1. Investment of Surplus Funds:** Investment of surplus funds of the FYBBA over and above its requirements for current operation, may be made on its behalf and in its name, in United States Treasury Bonds and United States Treasury Certificates and Notes, or as may be authorized from time to time by the Board of Directors.

**SECTION 2. Distribution of Assets:** There shall be no distribution of any assets to members other than on a patronage basis. The FYBBA is not organized for the pecuniary profit of its directors, offices or members; and no part of its net income shall inure to the benefit of any director, officer or member; and any balance of money or assets remaining upon dissolution after the full payment of corporate obligations of all and any kinds shall be devoted solely to the not-for-profit agricultural, informational and educational purposes of the corporation.

**SECTION 3.** The Board of Directors may borrow money and incur indebtedness for and in the name of the FYBBA and secure payment of the same with such property or assets as this corporation may own and may sell or exchange any assets of the corporation for furtherance of the affairs of the FYBBA.

## **ARTICLE X COOPERATIVE BUSINESS SERVICES**

**SECTION 1. Cooperative Business Services:** Whenever the FYBBA shall exercise the power as

provided in the Articles of Association to perform cooperative service, either as a corporate agency or through agencies controlled by it, there shall not be paid under such cooperative service dividends on stock or membership capital in excess of eight percent per annum. And any net income in excess of reasonable additions to reserve as established shall be distributed to the patron members, as producers, or consumers, on the basis of patronage.

In the conduct of any such activities, the FYBBA in such capacity shall not deal in the products of, or handle supplies for, non-members to an amount greater in value than such as are handled by it for members during any fiscal year.

**SECTION 2. Membership Interest:** Each member in the FYBBA shall be entitled, upon compliance with any other membership requirements, to be a member in and to the services, privileges and benefits of each affiliate or subsidiary of the FYBBA which requires membership in the FYBBA as a prerequisite to membership therein.

In case the membership in the FYBBA shall be terminated for any cause, thereupon the right to membership and the membership in each such affiliate or subsidiary shall terminate and the benefits, privileges and membership interest of such member in such affiliates, or subsidiary other than the unimpaired portion of any membership fee or membership payment shall automatically revert to and vest in the FYBBA.

## **ARTICLE XI** SUNDRY PROVISIONS

**SECTION 1. Fiscal Year:** The fiscal year of the FYBBA begins on the first day of July and terminates the last day of June each year.

**SECTION 2. Corporate Seal:** The Corporate Seal of this organization shall consist of two concentric circles, between which shall be the name of the FYBBA, and in the center shall be inscribed "Corporate Seal," and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the FYBBA.

## **ARTICLE XII** AMENDMENT OF ARTICLES OF INCORPORATION

**SECTION 1. Amendment of Articles:** The Articles of Incorporation may be amended or altered, in whole or in part, as provided by law.

## **ARTICLE XIII** AMENDMENT OF BY-LAWS

**SECTION 1. Amendment of By-Laws:** These By-Laws may be amended by a resolution adopted at any annual membership meeting of the FYBBA, subject to the following conditions:

- A. **Filing Proposed Amendments:** Amendments shall have been filed with the Secretary at least 60 days prior to the date of the annual meeting. Mailing by certified mail to the principal office of the FYBBA, return receipt requested, shall constitute such filing.



- B. Mailing Notice of Proposed Amendments: Promptly after the proper filing of a proposed amendment, a copy of the same shall be sent by mail to all members of the FYBBA by the Secretary.
- C. Proposing Amendments: Proposed amendments may be filed only by an active member or director in good standing.
- D. Voting to Adopt Amendments: Approval of any proposed amendment shall require the affirmative vote of two-thirds of the members present, voting as prescribed in Section 4, Article V, provided always that a quorum shall be present at such meeting.

**SECTION 2.** Amendment at Special Meetings: These By-Laws may also be amended at a special meeting of the voting delegates called by the Board of Directors by an affirmative vote of three-fourths of the total number of Directors, with at least 30 days' official notice of the proposed amendments having been given thereof to the FYBBA. Such amendments may be proposed only as provided in Section 1-C hereto, and the necessary majority to approve By-Law amendments shall be the same as provided in Section 1-D hereto.