

**By-laws
Of
The Lynden Junior Livestock Show and Sale**

ARTICLE 1: Name and Place of Business

The name of this non-profit corporation shall be Lynden Junior Livestock Show and sale. Its chief place of business shall be at the Northwest Washington Fairgrounds, Lynden Washington. The mailing address for business will be P.O. Box 4433 Nooksack, WA 98247

ARTICLE 2: Purpose of Corporation

The purpose of this corporation shall be to stimulate character building in youth that are eligible to show livestock in either 4-H or FFA. To stimulate improvement in the breeding and rearing of domestic and other animals, to disseminate methods of production, feeding, improving and marketing such animals; to give exhibitors of such animals, including an annual livestock show thereof; to make awards for merit or other purposes and generally to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out those purposes.

ARTICLE 3: Membership

Section 1: Any reputable individual interested in the purposes set for the herein shall be eligible to membership and shall become a member upon payment of annual dues.

Section 2: This Corporation shall not be capitalized and shall issue no capital stock. Membership dues shall be \$2.00 annually, payable prior to the annual meeting covering the following 12 months; provided dues may be increased or decreased by the Board of Directors at any regular or special meeting of the Board. A membership roster will be created to determine a listing of eligible voting members.

Section 3: The Board of Directors, by two-thirds vote of Board members present at any meeting may confer honorary membership upon any person, firm or corporation in recognition of notable services in line with the purposes of the corporation.

Section 4: Any Member may be expelled for cause by the Board of Directors or suspended for non-payment of dues.

ARTICLE 4: Meetings

Section 1: The annual meeting shall be held during the month of January preceding the Annual Livestock Show. Written notice of the annual meeting shall

be sent to all members of the corporation naming the time and place of the meeting.

Section 2: A special meeting of the members of the corporation may be held at any time at the call of the president.

Section 3: Meeting of the Board of Directors may be called by the President or by the Secretary acting for the President, following not fewer than two days written notice.

The purpose of the annual meeting shall be to elect board members of the corporation for the ensuing year and to transact such other business as may properly come before the Board.

The President shall preside at all meetings of the members of the corporation, The Board of Directors and the Executive Committee.

The Vice-President may perform the duties of the President in the absence of the President or in the case of his/her inability to serve.

The Secretary shall keep the records of the corporation; sign all certificates of membership and countersign all documents, which require the seal of the corporation.

The Treasurer shall be the custodian of all money received by the corporation from whatever source; shall deposit the same in such bank or banks as shall be selected by the Board of Directors; shall keep a record of all receipts and disbursements, and shall render the Board of Directors an annual financial report and such other financial information as the Board may require. The Treasurer shall also facilitate an annual financial reconciliation for the executive committee.

Section 4: On behalf of the corporation, and subject to the Board of Directors; the officers shall have power to buy or lease real or personal property and to do any and all other things necessary to carry out the purposes of the corporation.

Section 5: No officer or member of the Board of Directors of the corporation shall receive any monetary or other material compensation whatsoever, directly or indirectly, for his/her service as officer or Board Member.

ARTICLE 5 Board of Directors

Section 1: The government of this Corporation shall be vested in the Board of Directors consisting of 12 members. The Board of Directors shall be made up of 6 FFA advisors one from each participating school and 6 4-H representatives from different 4-H Clubs.

Section 2: The term of the office of the Board of Directors shall be for two years.

Section 3: The election of the Board of Directors shall be by the membership at the annual meeting of the Corporation.

Section 4: The Board of Directors may fill vacancies on the Board by appointment.

ARTICLE 6 Committees

Section 1: The Board of Directors shall choose an Executive Committee consisting of the President, Vice President, Secretary and Treasurer and three additional members of the Board. This Executive Committee shall exercise all the powers of the full Board when the full Board is not in Session; provided; this authority shall not extend to the election of officers of the corporation. The executive committee or its designees will conduct an annual, financial reconciliation in conjunction with the Treasurer.

Section 2: The President may appoint such special committees or standing committees of either the Board of Directors or of the membership of the Corporation as desirable.

ARTICLE 7 Officers of the Corporation

Section 1: Officers of the Corporation shall be President, Vice-President, Secretary and Treasurer who shall be elected by the board of the corporation. These officers will serve one-year terms until their successors have been elected.

ARTICLE 8 Quorums and Voting

Section 1: Thirteen members present in person shall constitute a quorum at any meeting of the members of the Corporation. Seven members of the Board of Directors shall constitute a quorum at any meeting of the Board. Five members of the Executive committee shall constitute a quorum of the Executive Committee. Each member of the Board of Directors shall have one vote. Except where otherwise specified in these by-laws, a majority vote of the members present shall determine an issue.

ARTICLE 9 Disincorporation

Section 1: In event of disincorporation of this Corporation, its assets, after all obligations have been satisfied, shall be distributed to a legally organized institution or institutions selected by the Board of Directors. To qualify for receipt of such assets, the institution or institutions shall be nonprofit and designed to serve youth through character building and educational procedures.

ARTICLE 10 Amendments

Section 1: These by-laws may be revised and amended at any annual or special meeting called for that purpose; provided, notice of such intention to propose amendment shall be given in writing to the members of the Corporation not less than 10 days prior to such meeting of the members.