

CONSTITUTION, BYLAWS, AND OPERATING RESOLUTIONS OF OKEECHOBEE YOUTH LIVESTOCK SHOW, INC.

PART A

CONSTITUTION

This constitution and its accompanying bylaws are provided to enhance agriculture for youth in Okeechobee County. Okeechobee Youth Livestock Show, Inc. was formed to advise and assist in the development of the Okeechobee County youth through the 4-H and FFA organizations. This constitution and its accompanying bylaws embody the self-governing principles of American democracy. It guarantees to the Okeechobee Youth Livestock Show, Inc. members the opportunity to participate in leadership development.

Article I - Name and Address

Okeechobee Youth Livestock Show, Inc., P.O. Box 1313, Okeechobee, FL
34973

Article II - Term of Existence

The corporation is to be continued in perpetuity.

Article III - Purpose

This corporation is organized and shall be operated exclusively to promote the education of the young people of Okeechobee County, primarily in the fields of agriculture and community development, through the facilities and the educational programs of the 4-H Clubs and FFA Chapters of Okeechobee County, Florida.

Article IV - Membership

1. Any person 18 years of age or older that has an interest in the advancement of educational programs for youth in Okeechobee County.
2. It is the policy of Okeechobee Youth Livestock Show, Inc. that all members shall have equal opportunity and access to its programs and activities without regard to race, religion, color, sex, or national origin.
3. Membership dues shall be assessed.

Article V - Officers, Duties, & Terms

1. The offices of this organization shall consist of an elected President, Vice President, Secretary, and Treasurer.
2. The duties of the officers shall be to operate the business of this organization as defined in the bylaws of this constitution.
3. The officer's term of office shall be one year.

4. Directors and Officers Indemnification - The Corporation shall indemnify each person who is or was a Director or Officer of the Corporation or who is or was serving at the request of the Corporation as a Director or Officer of any other corporation or entity against any and all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any action, claim, suit or proceeding, civil or criminal, in which he/she is made or threatened to be made a party by reason or any past or future action taken or not taken in his/her capacity as such Director or Officer whether or not he/she continues to be such at the time such liability or expense is incurred, provided such Director or Officer acted in good faith in that he/she reasonably believed to be the best interest of the Corporation and provided further that such Director or Officer is not adjudged liable for negligence or misconduct in the performance of his/her duty in such action, suit, or proceeding, and in connection with any criminal action or proceeding, provided he/she had no reasonable cause to believe that his/her conduct was unlawful. An entry of judgment by consent as part of a settlement shall not be deemed a final adjudication or liability for negligence or misconduct in the performance of duty. As set forth in this article the terms "liability" and "expense" shall include, but shall not be limited to counsel fees, proper expenses and disbursements, and amounts of judgments, fines or penalties, and amounts paid in settlement by such Director or Officer. In the event that a question arises as to whether or not such Director or Officer has met the standards of conduct herein able set forth, such questions shall be conclusively determined by either (1) the Board of Directors acting as a quorum consisting of Directors who are not involved in such claim, action suit, or proceeding, or (2) by the written opinion of reputable disinterested legal counsel selected and paid by the Corporation. If any word, clause or provision of this shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect. The foregoing rights of indemnification shall not be exclusive or any other rights to which any such Director or Officer may be entitled by statute, policy of insurance or otherwise, and shall insure to the benefit of the heirs, legatees, and personal representatives of any such person.

Article VI - Representation

The Okeechobee Youth Livestock Show, Inc. Board of Directors shall be representative of the Okeechobee County general membership.

Article VII - Meetings

One regular annual meeting shall be held.

Article VIII - Amendments

Amendments to the Constitution may be made by a two-thirds majority vote of the directors at any regularly scheduled annual meeting or called meeting provided written notice of the proposed amendments has been sent to the directors of Okeechobee Youth Livestock Show, Inc. at least ten days prior to the meeting.

PARTS
By-Laws
Of
Okeechobee Youth Livestock Show, Inc.

Article I

Name

The name of this corporation is Okeechobee Youth Livestock Show, Inc.

Article II

Purposes

This corporation is organized and shall be operated exclusively to promote the education of the young people of Okeechobee County, primarily in the fields of agriculture and community development, through the facilities and the educational programs of the 4-H Clubs and FFA Chapters of Okeechobee County.

The specific purposes are:

1. To advise, guide and help provide an educational youth livestock show program in Okeechobee County.
2. To collect and disperse funds related to the activities of Okeechobee Youth Livestock Show, Inc.
3. To promote the Okeechobee County youth livestock show program.

Article III

Membership

- Section 1. ANNUAL - All membership shall be on an annual basis.
- Section 2. Any person 18 years of age or older that has an interest in the advancement of educational programs for youth in Okeechobee County.
- Section 3. It is the policy of Okeechobee Youth Livestock Show, Inc. that all members shall have equal opportunity and access to its programs and activities without regard to race, religion, color, sex, or national origin.
- Section 4. Membership dues shall be assessed at \$5 per annum payable prior to May 1st. Dues may be increased or decreased by the Board of Directors at any regular or special meeting of the Board.

Article IV

Meeting of Members

- Section 1. ANNUAL MEETING - The annual meeting of the members of Okeechobee Youth Livestock Show, Inc. shall be held each year during the month of August at a time and place as designated by the Board of Directors, for the purpose of electing directors and for the transaction of any other business as may come before the membership.
- Section 2. SPECIAL MEETING - Special meetings of the members may be called by the President, or by written request of two director members entitled to vote at such a meeting.
- Section 3. NOTICE OF MEETING - Written notice of the annual meeting of the members stating the place, day and hour of the meeting and major business to be transacted shall be provided to the members at least ten days prior to the meeting.
- Section 4. QUORUM - Those members present and entitled to vote at any annual or special meeting of the members shall constitute a quorum.
- Section 5. ELECTRONIC NOTICES – Notices of meetings shall be provided to members via electronic means unless the member opts out.

Article V

Directors

- Section 1. NUMBER - The business affairs of Okeechobee Youth Livestock Show, Inc. shall be managed by a Board of Directors consisting of sixteen members. Each director shall be a member of Okeechobee Youth Livestock Show, Inc. and shall serve until his/her successor is elected and qualified.
- Section 2. MANNER OF ELECTION - Each member present at the annual meeting may vote for as many directors as are to be elected. The members present at any election may adopt additional rules for the conduct of such election not consistent with these by-laws.
- Section 3. VACANCIES - Any vacancy occurring in the Board of Directors shall be filled by majority vote of all the Board of Directors. A director elected to fill a vacancy shall serve until the next annual meeting at which directors are elected.
- Section 4. TERM OF OFFICE - Each director may serve a two-year term. Approximately ½ of the directors will be elected each year. A director may serve successive terms.
- Section 5. ATTENDANCE REQUIREMENT – Attendance at 2/3 of the meetings held during the year is mandatory unless there is reasonable cause for absence.
- Section 6. REMOVAL OF A DIRECTOR FOR CAUSE – A director may be removed from the board by a majority vote of the board of directors if his/her actions are detrimental or in opposition to the image and purpose of Okeechobee Youth Livestock Show, Inc.

Article VI

Meeting of the Board of Directors

- Section 1. **REGULAR MEETINGS** - A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the members. Other regular meetings may be held at such time and place as the Board of Directors deems necessary. Board meetings shall be held at a central location, but Board members who are not present in person shall have the right to participate by telephone, subject to any limitations established in rules adopted by the Board to govern such participation.
- Section 2. **SPECIAL MEETINGS** - Special meetings of the Board of Directors may be held at any time or place upon the call of the President or upon the request of four or more directors.
- Section 3. **NOTICE OF MEETING** - Notice of meetings of the Board of Directors shall be made at least three days prior to the meeting to each director, stating the place, day and hour of the meeting. In the case of special meetings, the notice shall also state the purpose of the meeting. Notice of any meeting may be waived, and the presence of a Director at any meeting shall constitute a waiver.
- Section 4. **QUORUM** - A majority of the directors shall constitute a quorum for the transaction of business, except that a majority vote of all directors shall be required to fill a vacancy on the Board of Directors.

Article VII

Officers

- Section 1. **ELECTION** - The officers of Okeechobee Youth Livestock Show, Inc. shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors shall deem advisable. The officers must be a member of and on the board of Okeechobee Youth Livestock Show, Inc.
- Section 2. **TERM** - The officers shall be elected by the Board of Directors annually at the regular meeting of the Board held following the annual meeting of the members and the officers so elected shall hold office for a term of one year until their successors are elected and qualified.
- Section 3. **DUTIES OF PRESIDENT**-The President shall have general supervision and direction of the affairs and management of the corporation subject to the authority of the Board of Directors. He/she shall preside at all meetings and perform such other duties as may properly be required of him/her by the Board of Directors.
- Section 4. **DUTIES OF VICE PRESIDENT** - The Vice President shall perform all the duties of the President in the absence of the President, and such other duties as may properly be required of him/her by the Board of Directors.
- Section 5. **DUTIES OF THE TREASURER** - The Treasurer shall have custody of all moneys and securities of the Corporation and shall keep regular books of

account. He/she shall perform all duties usually incident to his/her office or that are properly required of him/her by the Board of Directors.

Section 6. DUTIES OF THE SECRETARY - The Secretary shall have custody of the seal and corporate books and records. He/she shall issue notices for meetings of members and directors, keep the minutes of such meetings, sign or attest such instruments as require his/her signature or attest such instruments as require his/her signature or attestation and make such reports and perform such other duties as are usually incident to his/her office or that are properly required of him/her by the Board of Directors.

Section 7. VACANCIES - Any vacancy occurring in any officer position may be filled by majority vote of the Board of Directors. Any officer elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

Article VIII

Committees

Section 1. ESTABLISHMENT OF COMMITTEES -The Board of Directors may establish committees as it deems necessary.

Article IX

Fiscal Matters

Section 1. FISCAL YEAR - The fiscal year of Okeechobee Youth Livestock Show, Inc. shall end June thirtieth.

Section 2. DEPOSIT ACCOUNTS - The funds of Okeechobee Youth Livestock Show, Inc. shall be deposited in such banks or trust companies as may be designated by the Board of Directors and shall be subject to withdrawal only on the signature of those designated by resolution of the Board of Directors.

Section 3. ANNUAL REVIEW - There shall be an annual internal review of the financial affairs of Okeechobee Youth Livestock Show, Inc. by the Executive Committee, consisting of the President, Vice-President, Secretary, and Treasurer, of Okeechobee Youth Livestock Show, Inc. There may be an annual review of the financial affairs of Okeechobee Youth Livestock Show, Inc. by a disinterested party as named by the Board of Directors.

Article X

Amendments

The bylaws may be altered or amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors provided that written notice stating the substance of the proposed amendment has been sent to each director at least ten days in advance of the date of the meeting, unless such notice is waived by all the directors.