

# **SOUTHERN ARIZONA-INTERNATIONAL LIVESTOCK ASSOCIATION BY-LAWS**

## **ARTICLE I OFFICES**

The principal office of the association shall be designated by the Board of Directors. The association may have such other offices as the board of directors may designate or as the business of the association may require from time to time.

## **ARTICLE II PURPOSES**

The purpose of the association shall be as stated in the articles of incorporation of the Southern Arizona-International Livestock Association.

## **ARTICLE III MEMBERSHIP**

**Section 1. Qualification.** Any reputable individual, partnership, firm or corporation interested or engaged in the breeding, ownership or development of livestock may, upon application, become a member of this association upon approval of such application by the board of directors and upon payment in cash of such membership fee, not less than \$10.00, as may be from time to time established by the board of directors. All application for membership in the association shall be made to the secretary, who shall bring such application before the board of directors for approval. The board of directors shall be empowered, in determining whether any application for membership shall be approved, to consider any fact or matter relevant to the applicant bearing upon the best interests of the association and the desirability or fitness of the applicant for membership therein. A corporation, partnership or firm, composed of two or more persons may become a member of this association with all the rights and privileges and subject to all the duties of an individual.

### **Section 2. Classes of Membership.**

#### **(a) Adult Members (Voting)**

An Adult member must be at least 18 years of age to become an Adult member and by becoming an adult member they forfeit the right to show further in any SAILA events. A new Adult member may not vote at a meeting until 30 days after their approval by the Board of Directors. Adult members shall be considered the members of the Association.

#### **(b) Youth Members (Non-Voting)**

A Youth member may show at a SAILA Show by paying their dues unless otherwise barred until the board approves their membership. A youth member

does not have the right to vote in matters before the membership and is not counted in determining a quorum.

**Section 3. Suspension and Cancellation.** The board of directors shall be empowered to suspend or cancel the membership of any member who fails or neglects to comply with applicable rules and regulations of the association in connection with the registration of livestock, or exhibits a lack of good faith toward any purchaser of livestock, or engages in unethical business practices in dealing with a fellow member of this association. Any members of this association or any purchaser of livestock may prefer charges to the board of directors, specifying violation of the rules of conduct hereinabove provided. The board of directors shall receive evidence regarding such violation, and if such evidence is deemed sufficient, the board of directors shall cause the membership of the member so charged to be suspended or cancelled. Any members whose membership is so suspended or cancelled may, at the next annual meeting of the members of the association, show cause why such membership should not be suspended or cancelled and may be reinstated to membership upon the majority vote of the Board of Directors present at such annual meeting.

**Section 4. Membership Non-Transferrable.** All memberships in and all certificates representing membership in this association are non-transferrable, except upon the specific approval of the board of directors or its duly authorized representatives.

## **ARTICLE IV OFFICERS**

**Section 1. General.** The officers of the association shall be a president, vice-president, secretary and treasurer, and such other officers as may be appointed from time to time by the members or by the board of directors by majority vote. The officers of the corporation shall be elected by the members at their annual meeting, and the officers shall serve until the next annual meeting of the members and until their successors shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the board of directors by majority vote, the person so appointed to serve for the unexpired portion of the term.

**Section 2. President.** The president shall be the chief executive officer of the association; shall preside at all meetings of the membership and board of directors; and shall be an ex-officio member of all standing or temporary committees. He shall sign all contracts and other instruments of writing binding the association and, subject always to the direction of the board of directors, shall have general charge of and control over the affairs of the association.

**Section 3. Vice-President.** The vice-president shall perform such duties as may be assigned to him by the board of directors. In the case of the death, disability or absence of the president, he shall perform and be vested with all of the duties and powers of the president.

**Section 4. Secretary.** The secretary shall countersign all certificates of membership of the association. He shall keep a record of the minutes of the proceedings of the meetings of members and directors and shall give notice of such meetings as required in their by-laws. He shall have custody of all books, records and papers of the association, except such as

shall be in charge of some person authorized to have custody and possession thereof by resolution of the board of directors.

**Section 5. Treasurer.** The treasurer or duly authorized agent as authorized by the Board of Directors shall keep accounts of all monies of the association received or disbursed and shall deposit all monies and valuables in the name of and to the credit of the association in such banks or depositories as the board of directors may designate. The treasurer shall provide an accurate accounting of all receipts and disbursements at each meeting of the Board of Directors. All checks for the payments of money shall be countersigned by the treasurer.

**Section 6. Compensation.** The president and vice president of the association shall serve without compensation, but the board of directors may, in its discretion, fix a reasonable salary for the services rendered to the association by the secretary and treasurer. All officers shall be reimbursed for monies expended by them in the performance of their official duties.

## **ARTICLE V MEETINGS OF MEMBERS**

**Section 1. Annual Meeting of the members.** An annual meeting of the members of this association shall be held between the first Monday of February and the first Monday of May each year at such a place in Arizona, as may be selected by the board of directors.

**Section 2. Notice of Annual meeting.** A notice setting forth the time and place of the annual meeting shall be mailed or emailed to each Adult member at his last known address, at least ten (10) days prior to the annual meeting. A failure to receive such notice or any irregularity in such notice shall not affect the validity of any annual meeting or of any proceedings of such meeting.

**Section 3. Special Meetings.** Special meetings of the members of the association may be called by the president, secretary or the board of directors at such time and place and for such purpose as may be specified in the notice of the meeting. The secretary shall mail or email a notice of such meeting to each member of the association at least three (3) days before such meeting, and such notice shall state the time and place of such meeting and the object thereof. No business shall be transacted at a special meeting except as stated in the notice sent to the membership, except by the unanimous consent of all the members present.

**Section 4. Quorum.** At any annual or special meeting of the Adult members of the association, a majority of the membership outstanding that has been ratified by the Board of Directors, represented in person, shall constitute a quorum to do business, but a smaller number may adjourn the meeting from time to time until a quorum is secured. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted at the meeting as originally notified.

**Section 5. Voting.** At each meeting of the membership, every Adult member present shall be entitled to one vote, however, a corporation firm or partnership shall be entitled to one vote by its duly authorized officer or representative.

**ARTICLE VI  
CERTIFICATE OF MEMBERSHIP**

Certificates of Adult membership shall be in a form adopted by the board of directors and shall be signed by the president or vice-president and the secretary and be attested by the corporate seal.

**ARTICLE VII  
BOARD OF DIRECTORS**

**Section 1. Powers.** The board of directors shall have general supervision, management, control and direction of the property, business, affairs and activities of the association; shall determine its policies or change therein within the limits of the law of Arizona, of the association's articles of incorporation and of these by-laws; shall actively prosecute its corporate powers and objects and shall have absolute discretion in the disbursement of corporate funds; provided, however, that the board of directors shall not authorize the association to enter any activity not permitted to be transacted by a non-profit corporation under the laws of Arizona, and all income and property shall be applied exclusively to the non-profit purposes of this association, and no part thereof shall inure to the benefit of any private member or individual. The board of directors may adopt such rules and regulations for the control and conduct of the property, business, affairs, and activities of the association as shall be deemed advisable.

**Section 2. Number, Election and Term of Office.** The board of directors shall consist of up to twenty-one (21) directors, who shall be elected by the members of the association at the annual meeting thereof to hold office until the annual meeting of the members three years henceforth or until their successors shall have been duly elected and qualified. The terms shall be balanced so that one third of the Board of Directors shall be up for election in any given year. To be eligible to become a Director, a candidate must have been a member by the end of the previous annual meeting.

A nominating committee shall be appointed by the president at the previous Board of Directors meeting with the consent of the Board of Directors. The nominating committee shall determine the qualifications of the candidates and make a recommendation to the electorate. The nominating committee may require an application and set time frames for said application for non-incumbent candidates. In any case, nominations will be permitted from the floor.

Proviso: At the next annual meeting seven (7) directors shall be elected to a three-year term, seven (7) directors shall be elected to a two-year term and seven (7) directors shall be elected to a one-year term. At the conclusion of this annual meeting this proviso shall be eliminated from the bylaws.

**Section 3. Vacancies.** Vacancies in the board of directors resulting from the death, resignation, removal, incapacity or disqualifications of any of the members of the board shall be filled by a majority vote of the remaining directors at the next regular meeting thereof or at a special meeting of the directors held for that purpose, and such person or persons so

chosen to fill such vacancy or vacancies shall serve for the unexpired term of his predecessor or until a successor is elected and qualified.

**Section 4. Compensation.** No director shall receive compensation for any services he may render to the association, provided that each may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5. Meetings and Directors.**

- (a) Regular or special meetings of the board of directors may be held at such time and place, within the State of Arizona, as the board of directors may determine, or, in the case of special meetings, as may be determined by the president or secretary and specified in the notice of such meeting. The annual meeting of the board of directors shall be held in Arizona, immediately following the adjournment of the annual meeting of the members of the association. Special meeting of the board of directors may be called by the president or secretary or by majority of the board of directors.
- (b) Written notice of each regular and special meeting of the board of directors, except the annual meeting, shall be mailed or emailed to the last known address of each member of the board of directors at least five (5) days in advance of such meeting. Notices of such meetings shall state the time and place of such meetings but need not state the purposes thereof.
- (c) All directors present and voting at any meeting of the board of directors, annual, regular or special, shall be deemed to have waived any and all objection to the time or place of holding of such meetings or to the sufficiency of the notice thereof, unless notice of the specific objection shall have been given to the board of directors in writing before participating in any business or voting at such meeting. Directors may waive in writing the necessity of notice of any special meeting.

**Section 6. Quorum.** At all meetings of the board of directors there shall be present at least a majority of the current Board of Directors in order to constitute a quorum.

**Section 7. Manner of Acting.** 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, except with respect to matters concerning which the affirmative vote of a larger number of directors is specifically required by these by-laws or by law.

**Section 8. Electronic Meetings.** The Board of Directors may conduct meetings in person or by electronic or teleconference means provided all parties are able to speak and be heard by all other parties. The Board of Directors may establish rules and procedures for these meetings separately. Email meetings or voting is not permitted.

**ARTICLE VIII  
EXECUTIVE BOARD**

**Section 1. Executive Board.** The Executive Board of the Association shall consist of a president, vice-president, secretary, treasurer, and President of the SAILA Foundation. The immediate past president, shall serve in an advisory, non-voting capacity. A quorum will be

established with the presence of three voting members of the Executive Board. The Executive Board shall be empowered to conduct business on an emergency basis subject to ratification, on behalf or in lieu of the Board of Directors and a General Board meeting.

## **ARTICLE IX COMMITTEES**

The board of directors may appoint such temporary or standing committees from among the members of the association as it deems desirable and vest therein such powers it deems appropriate.

## **ARTICLE X INDEMNIFICATION OF THE OFFICERS AND DIRECTORS**

Each director and officer of the association shall be indemnified by the association against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the association (whether or not he continues to be a director or officer at the time of incurring such expenses), except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer shall be entitled as a matter of law.

## **ARTICLE XI MEMBERSHIP DUES**

Membership dues shall be an amount and payable at such times as shall be determined by the board of directors. Special assessments may be levied only by a two-thirds vote of the members of the board present at a duly constituted meeting at which a quorum is present.

## **ARTICLE XII SEAL**

The corporate seal of this association shall be a circular seal, with the name of the association around the border and the year of incorporation in the center.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, laws, and any special rules of order the Association may adopt.

**ARTICLE XIV  
AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds vote of the board of directors, at any regular or special meeting of the board, until and unless otherwise provided by resolution of the members at the annual meeting thereof or at a special meeting called for that purpose by a two-thirds vote. All proposed by-law amendments shall be submitted in writing to the body proposed to vote on them at least 30 days in advance of the day the vote is to be taken.

STATE OF ARIZONA )  
COUNTY OF PIMA ) SS:

I, L. V. Robertson, Secretary of Southern Arizona-International Livestock Association, do hereby certify that the above and foregoing by-laws were duly adopted as the by-laws of the association at the organization meeting of the board of directors held on the 1<sup>st</sup> day of May, 1957, and that the same do now constitute the by-laws of the said association.

Dated this 2<sup>nd</sup> day of May, 1958

Amendments:

April 6, 1990

March 13, 1992

January 10, 2017