

**Articles of Incorporation and  
Corporation By-Laws  
Of The  
Southeastern Texas Longhorn Association**

# **Article 1**

## **INCORPORATION**

1.01 The Southeastern Texas Longhorn Association shall be incorporated under the laws of the State of Georgia as a nonprofit corporation. The name of said corporation will be Southeastern Texas Longhorn Association, Inc. (SETLA).

1.01A Personal liability of a Director of the corporation or its members for monetary damage for breach of duty of care or other duty as a director or member is hereby eliminated, provided that such a provision shall not eliminate or limit the liability of the director in accord with the Official Code of Georgia Annotated 14-3-113, as amended.

## **OFFICES**

### **Principal Office**

1.02 The principal office of the corporation shall be the home address of the active Secretary. The corporation may have such other offices, either within or without the state incorporation 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**

1.03 The corporation shall have and continuously maintain in the state of Georgia a registered office, and a registered agent. The registered office may be, but need not be, identical with the principal office of the corporation, and the Board of Directors may change the address of the registered office from time to time to include the use of an online Registered Agent Service, so the address never has to change. Only the forwarding address for any incoming mail will be changed to that of the corporation Secretary.

# Article 2

## MEMBERS

### Class of Members

2.01 The corporation shall have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (A) Regular Active members shall be people sixteen (16) years of age and older, partnerships, corporations, organizations, of good reputation, who own Texas Longhorn Cattle and be a member of the TLBAA.
  - 1. Membership must be in good standing and dues must be current and paid in full in both the TLBAA and SETLA.
  - 2. A regular member must be listed on the SETLA membership registry to be a member and be entitled to vote.
  - 3. Regardless of how a regular membership is styled for listing in the registry roster, it shall be entitled and privileged to only one vote.
- (B) Junior members shall be people under the age of sixteen (16) years of age. They do not have to meet the same criteria as active members other than having paid their dues to SETLA and be listed on the membership registry.
- (C) Associate members. They do not have to meet the same criteria as active members other than having paid their dues to SETLA and be listed on the membership registry.

Each class of members shall have voting privileges as hereinafter set out.

2.02 This section was removed.

### Voting rights

2.03 Each member of regular active membership shall be entitled to one vote on each matter submitted to a vote of the members. Associate members and junior members shall have no voting privilege.

## **Termination of Membership**

- 2.04 The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause, which may in the judgement of the Board include disruptive, inappropriate or subversive behavior, after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be default in payment of dues for the period fixed in Article 11 of these bylaws.
- 2.05 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligations to pay any dues, assessment, or other charge theretofore accrued and unpaid.

## **Reinstatement**

- 2.06 Upon written request signed by former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms and meeting any outstanding obligations (inactive periods notwithstanding), as the Board of Directors may deem appropriate.

## **Transfer of Membership**

- 2.07 Membership in this corporation is not transferable or assignable.

# **Article 3**

## **MEETINGS**

### **Meetings of Members**

- 3.01 An annual meeting of the members shall be held from time to time as directed by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for an annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as soon as possible.

### **Special Meetings**

- 3.02 Special meetings of the members may be called by the President, by the Board of Directors or by not less than 20 percent of the members having voting rights.

## **Place of Meeting**

3.03 The Board of Directors may designate any place, or electronic method, as the place or electronic method of meeting for any annual meeting or for any special meeting called by the Board of Director.

## **Notice of Meeting**

3.04 Notice stating place, day and hour of any meeting of members shall be delivered by email or other electronic method to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of the meeting shall be deemed to be delivered when sent to the email address or other electronic method on record with the SETLA Secretary.

## **Informal Action by Members**

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof and a quorum of the membership has been met.

## **Quorum**

3.06 20% of the total current membership who are eligible to vote shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **Proxies**

3.07 No voting will be allowed by proxies.

## **Voting by Mail**

3.08 No voting will be allowed by mail. Only members present at the meeting shall be allowed to vote.

## **Cumulative Voting**

3.09 No cumulative voting will be allowed.

# Article 4

## **BOARD OF DIRECTORS**

### **General Powers**

4.01 The affairs of the corporation shall be managed by the Board of Directors. Directors need not be residents of the state of incorporation or members of the corporation.

### **Number, Tenure and Qualifications**

4.02 The number of Directors shall be nine (9) who each shall be elected for a three (3) year term by the members unless otherwise provided by law or these bylaws. Upon initial formation of this association three (3) directors shall be elected for a term of one (1) year; three (3) directors shall be elected for a term of two (2) years; and another three (3) directors shall be elected for a term of three (3) years. Upon the expiration of the term of office of the original directors the successors shall be elected for a three (3) year term. No Director may serve more than two consecutive 3-year terms.

4.02A All directors shall remain in office until his or her successor have been qualified and elected unless removed by the Board of Directors whenever in its best judgement, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. Removal will require votes from all Board of Directors whether yay, nay or abstained.

4.02B Directors must be regular members in good standing with the TLBAA and SETLA.

### **Regular Meetings**

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, phone, or electronic method, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Special Meetings**

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, phone, or electronic method, as the place or method for holding any special meetings of the Board called

by them.

## **Notice**

4.05 Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by email or other electronic method of notice to each Director and shall be considered delivered when sent to the email address or other electronic form of communication on record with the SETLA Secretary. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meetings, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice of waiver nor notice of such meeting, unless specifically required by law of these bylaws.

## **Quorum**

4.06 Five (5) members of the Board of Directors shall constitute a quorum.

## **Manner of Acting**

4.07 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**

4.08 Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. In the event a term of less than 1 year occurs it will not be filled until the next official election cycle. In this event the Vice President will have voting rights of a Director to be used only for the purpose of tie breaker votes. In the event of the Vice President's absence the tie breaker vote will fall first to the Secretary and then to the Treasurer in attendance.

## **Compensation**

4.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation, therefore.

## **Informal Action by Directors**

4.10 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 or print setting forth the action so taken is signed by all the Directors.

## **Article 5**

### **OFFICERS**

#### **Officers**

5.01 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, one or more Assistant Treasurers, a Moderator and a backup Moderator 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. Officers must be regular members in good standing with the TLBAA and SETLA.

#### **Election and Term of Office**

5.02 The officers of the corporation shall be elected every 3 years by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenience may be. New officers may be created and filled at any meeting of the Board of Directors.

5.02A Each officer shall hold office for 3 years or until his or her successor shall have been duly qualified and elected. No Officer may serve more than two consecutive 3-year terms.

5.02B Directors must be regular members in good standing with the TLBAA and SETLA.

## **Removal**

- 5.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its best judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Removal will require votes from all Board of Directors whether yay, nay or abstaining.

## **Vacancies**

- 5.04 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. Should the unexpired term be for less than 1 year, this period will not count against the office's two consecutive 3-year terms.

## **President**

- 5.05 The President shall be the executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She shall preside over all the meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officers 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 he/she 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**

- 5.06 In the absence of the President or in the event his/her 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 him/her by the President or Board of Directors.

## **Treasurer**

- 5.07 If required by the Board of Directors, the Treasurer shall give a bond of faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. If bond is required, the corporation will pay for and be responsible for the bond. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt 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 depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident of the office of Treasurer and such other duties from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer will provide a financial report at Board of Director and Annual General Membership Meetings.

## **Secretary**

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more 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 of the corporation; keep a register of the phone number, email address and other electronic method of communication as may be determined in the future by the Board of Directors, of each member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned him/her by the President or by the Board of Directors.

## **Assistant Treasurer and Assistant Secretaries**

5.09 If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sum and with sureties as the Board of Directors shall determine. If bond is required, the corporation will pay for and be responsible for the bond. The Assistant Treasurer and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

# **Article 6**

## **COMMITTEE**

### **Committees of Directors**

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the

Articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility on it or him/her by law.

## **Other Committees**

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of SETLA and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

## **Term of Office**

6.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

## **Chairperson**

6.04 Each Committee shall appoint its own Chairperson.

## **Vacancies**

6.05 Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case if the original appointments.

## **Quorum**

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is met shall be the act of the committee.

## **Rules**

- 6.07 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

# **Article 7**

## **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Contracts**

- 7.01 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.
- 7.02 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 of 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**

- 7.03 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.

### **Gifts**

- 7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for and special purpose of the corporation.

## **Article 8**

### **Membership Registration**

8.01 Members will be added to the membership registry maintained by the Treasurer when dues are paid. They will also be listed on the SETLA member website by the Secretary or assigned official provided the member has given authorization on the member form to add their information to the SETLA website.

## **Article 9**

### **Books and Records**

9.01 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, and Committees having any of the authority of the Board of Directors and shall keep a registered or principal office a record giving the name and addresses of the members entitled to a vote. These records may be transitioned from paper copy to and maintained in electronic format and or SETLA web-based storage. Any member or his agent or attorney may inspect all books and records of the corporation for any proper purpose at any reasonable time.

## **Article 10**

### **Fiscal Year**

10.01 The fiscal year of the corporation shall begin on the first day of February and end on the last day of January of each year.

## **Article 11**

### **DUES**

#### **Annual Dues**

11.01 The Board of Directors may determine from time to time the amount of

the initial membership fee, if any, and the annual dues payable to the corporation by members of each class.

## **Payment of Dues**

11.02 Dues shall be paid by the first day of February of each fiscal year.

## **Default and termination of Membership**

11.03 When any member of any class shall be in default in the payment of dues for a period of 60 days from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors.

## **Article 12**

**This section was removed in its entirety.**

## **Article 13**

### **Waiver of Notice**

13.01 Whenever any notice is required to be given under the provisions of the Georgia Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver therefore in writing or email 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 14**

### **Amendments to Bylaws**

14.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, either of which must have a quorum, if at least ten (10) days email or other electronic method of notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

## **Appendix**

**These Bylaws were Amended August 05, 2024, at a meeting of the SETLA Board of Directors with a quorum of Directors and a unanimous vote of all Directors present. Directors approving these amendments were Mike Gordy, James Guthrie, Mike Blundell, Josie Steipp, Leslie Eddings and Brodi Sutton.**