



# TEXAS ANGUS ASSOCIATION BOARD OF DIRECTORS CANDIDACY APPLICATION

Please read in entirety before submitting application

## Texas Angus Association By-Laws

### ARTICLE V. BOARD OF DIRECTORS

#### Section 1. Director's Management of the Association

The affairs of the Texas Angus Association, Inc. shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs of the Association except as otherwise provided by law, the Articles of Incorporation, or the Bylaws.

#### Section 2. Number of Directors

The Board of Directors shall consist of sixteen (16) directors, which includes the following officers: President, first Vice-President, second Vice-President, and Secretary / Treasurer.

#### Section 3. Qualification of Directors

All Directors shall be a Member in good standing and a resident of Texas. If, at any time during the term of a Director, the Director is not a Member in good standing, the Board shall immediately remove the Director as provided in the Bylaws. If the Director is temporarily not in good standing and quickly meets all qualifications at the time prior to his/her dismissal, such a person may be reinstated by the Board of Directors. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

#### Section 4. Director's Term

Each Director shall serve for a term of three (3) years. Each Director shall hold the office until a successor is qualified and elected. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

#### Section 5. Nomination of Directors

Prior to the end of October every calendar year, the Board of Directors will accept written nominations for the next calendar year's election for an upcoming open Director position. The nominated individual must be a member in good standing and be approved by the majority of the Board. The Secretary shall include the names of accepted nominated Members for the Board of Directors and provide a summary report on the nominated person along with a brief biography to the Members, with the notice of the annual Member meeting at which the election will occur.

#### Section 6. Election of Directors

A person who satisfies all qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Those individuals nominated for a Director position must be approved by a majority vote of the members present and voting at the annual meeting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is

present. If, in any year, the election of Directors is not held on the day designated for the annual membership meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the Members as soon as thereafter as possible to conduct the election of Directors. A director may be elected to succeed himself or herself as a Director. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly qualified and elected.

#### **Section 7. General Duties of Directors**

Directors shall exercise ordinary business judgement managing the affairs of the Association. In acting in their official capacities as Directors of the Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they reasonably believe would be opposed to the Association's best interest, would be unlawful or a conflict of interest. A director shall not be personally liable for damages if, in the exercise of ordinary care, the director acts in good faith relying on written financial or legal statements provided by an accountant or attorney retained by the Association.

#### **Section 8. Vacancies**

A vacancy occurring in the Board of Directors, except a vacancy created by an increase in the number of Directors, shall be filled by the majority vote of the remaining Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. A vacancy created by the increase in the number of Directors shall be filled by an election by its Members. A director elected to fill a vacancy shall be elected for the unexpired term of any predecessor in the office.

#### **Section 9. Removal of Directors**

A Director may be removed only for good cause. Good cause for removal of a Director shall include any action taken in the officer's official capacity that the officer knows or should reasonably know to be a violation of the officer's duties, or a Director who fails to fulfill any of his or her requirements as set forth under the bylaws. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. The Board of Directors shall vote on whether to remove the Director. By a vote of the majority of the Board of Directors that in their judgment the best interest of the Association would be served by the removal of the Director in question, the Director shall automatically forfeit his or her seat on the Board. In addition, good cause for removal of a Director shall include the unexcused failure to attend three (3) board meetings in person in any calendar year. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

#### **Section 10. Annual Board of Director Meeting**

The annual Board of Director's meeting shall be held not less than fifteen (15) days nor more than sixty days (60) after the first day of the calendar year, and held at the same place in Texas immediately following the adjournment of the annual membership meeting, and without further notice than as contained in these bylaws. Following the annual membership meeting where the membership shall elect new officers, the Board of Directors annual meeting will conduct other proper business. A notice of the annual meeting of the Board of Directors will be given by the Secretary.

### **Section 11. Regular Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held once every three calendar months, and all future meetings dates are set on the TAA calendar within thirty (30) days following the Annual Board of Directors Meeting. The Secretary shall give notice of time, location, date and agenda of these regular meetings by U.S. Postal mail, e-mail &/or text to all Board of Directors no less than thirty-one (31) days prior to the meeting date. The meetings shall be held at or near the Association's principal place of business in Texas if the notice does not specify the location of the meetings. At all regular meetings of the Board of Directors, a Director may attend a regular board meeting by teleconference or other electronic means provided that such Director is able to hear and participate in deliberations during such meeting. Directors utilizing teleconferencing or other electronic means is considered an exception and not the rule. As referenced in Section 8, good cause of a Directors removal shall include the unexcused failure to attend three (3) board meetings in person in any calendar year.

### **Section 12. Special Meeting of the Board of Directors**

Special meetings of the Board of Directors may be called by the Secretary on written request of the President, first Vice President or any four members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors shall notify the Secretary of the information required to be included in the notice of the meeting, in accordance with the requirements of Section 9.

### **Section 13. Notice of Special Board of Director Meeting**

The Secretary shall give each Director notice at least five (5) business days in advance of the meeting by telephone &/or electronic methods of any special Board of Directors meeting. The notice shall state the place, date, time, purpose and who called the meeting. The Board of Directors may transact only such business at a special meeting of the Board as is specified in the notification.

### **Section 14. Quorum**

A quorum for the transaction of business by the board of directors shall be a majority of the directors in office. The act of a majority of the members of the Board of Directors present at a meeting in person or by teleconferencing / electronic means as mentioned in Section 11 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 by-laws. A director may vote in person or by his/her voice via the teleconferencing only and not by proxy.

### **Section 15. Proxies**

A Director may vote in person or via teleconferencing / electronic means only, as mentioned in Section 11. A Director shall not be allowed to vote by proxy in risk of proper board procedures to ensure that all Directors have an opportunity to speak in the meetings and everyone's opinions will be heard prior to a board vote.

### **Section 16. Director Compensation**

Members of the Board of Directors shall not receive any compensation for their services.

### **Section 17. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth

the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

#### **Section 18. Conflict of Interest and Compensation**

Conflicts of interest occur where Directors and Members obligation to further the organization's charitable purposes is at odds with their own financial interests. Any Directors or Members who have a conflict of interest will be excused from voting on such matters at membership and board meetings. See TAA's "Conflict of Interest Policy." Each Director shall execute an annual Conflict of Interest Agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors, as well as following each Director annual term, following the Annual Meeting.

#### **Section 19. Advisory Committee**

An Advisory Committee (known in the past as the Past Presidents Advisory Council) may be created whose members shall be selected by the Executive Committee annually and come from the former pool of TAA Officers and Board Members, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Committee members may attend said meetings at the invitation of the Executive Committee. Members of the Advisory Committee shall possess the desire to serve the community and support the work of the Association by providing expertise and professional knowledge. The chairman of the Advisory Committee shall be the immediate past President of the TAA. Members of the Advisory Committee shall comply with the TAA Conflict of Interest Policy and shall sign the Conflict of Interest Agreement consistent therewith upon being selected onto and accepting appointment to the Advisory Committee.

#### **Section 20. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **Articles of Incorporation:**

### **ARTICLE X. BOARD OF DIRECTORS.**

#### **Section 1.**

Until otherwise prescribed in the bylaws, the affairs of the corporation shall be managed by a Board of Directors consisting of sixteen (16) members, which number includes the President, the First Vice-President, the Second Vice-President, and the Secretary / Treasurer each of who are ex-officio members thereof.

#### **Section 2.**

Only natural persons twenty-one (21) years of age or older, who are members of one of the classes designated elsewhere in these Articles of Incorporation as Members, Life Members or Associate Members shall be eligible to election, appointment, or to serve as a director of the Corporation. Directors shall also possess such other qualifications, if any, that may be required by the bylaws, not inconsistent with the law of this State, or these Articles of Incorporation.

**Section 3.**

Terms of office, method of election or appointment, and the numbers of directors shall be prescribed in the bylaws of the corporation, provided however, that any director may be removed, with or without cause and with or without notice, by the members entitled to vote thereon at any regular or special membership meeting.

**Section 4.**

The Board of Directors shall have no power to delegate any of the authority of the Board of Directors in the management of the corporation to any regular or standing committee or committees; provided, however, that the Board of Directors may be resolution to adopted by a majority of the directors in office delegates, subject to the limitations imposed by Article 1396-2.18 of the Texas Non-Profit Corporation Act and any other applicable law of this State, a specific duty for a limited period of time to be stated in such resolution to a special committee of four or more persons (a majority of whom shall be directors) to be named in such resolution.

**Section 5.**

The names of the persons who are presently serving as directors of the corporation will be listed in the office of the Texas Angus Association.



# TEXAS ANGUS ASSOCIATION BOARD OF DIRECTORS CANDIDACY APPLICATION

Please email to the Texas Angus Association email: [taa@texasangus.com](mailto:taa@texasangus.com)

Name:  
Address:  
Phone:  
Email:

1. Please tell us why you are seeking to be a Director of the Texas Angus Association?
2. Being on the TAA Board of Directors carries with it an important responsibility. You will be required to travel throughout Texas and attend regular board meetings, annual sales, educational seminars, and participate by working on assigned committees. You will be expected to prioritize a considerable amount of your time for the Texas Angus Association. Are you willing to dedicate the time and work ethic required? If duties are not fulfilled, you may be removed from the board.
3. Please tell us about you and your family. Also, please describe to us your individual cattle business that you have, and how long you have been raising Angus cattle?
4. In addition to your cattle business, do you have any other business experience or industry related experiences that would be beneficial to serve as a director on this board?
5. Quite often, this board is called upon to make difficult decisions that affect the membership of the Texas Angus Association. Are you willing to support the board's final decisions and carry out the directives, even if it wasn't your first choice?