

# PRESTON COUNTY LIVESTOCK ASSOCIATION

P.O. Box 236  
Kingwood, WV 26537

## BYLAWS OF THE PRESTON COUNTY LIVESTOCK ASSOCIATION

1. **NAME.** The name of this organization shall be the “Preston County Livestock Association” (“PCLA”). The business of the organization may be conducted as the “Preston County Livestock Association.”
2. **PURPOSE.** PCLA shall be operated as a nonprofit organization and shall be operated exclusively for agricultural purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. PCLA seeks to work to educate local youth in agriculture and generally promote agriculture. PCLA seeks to work in conjunction with local 4-H and FFA groups to ensure that the junior membership of PCLA has an annual youth show and sale for their consigned market livestock projects.
3. **POWERS.** PCLA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to affect the agricultural purposes for which PCLA is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of PCLA may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions, if permitted by applicable federal and state law.
4. **MEMBERSHIP.** Any individual who owns or manages real or personal property used, or has a financial interest or professional responsibility, in the livestock industry in Preston County may become a member upon payment of dues. Junior members must be between 9 and 18 years of age and active in 4-H or FFA. Each member will be issued a membership card, which will be required to vote. Junior members shall complete the Youth Quality Assurance training, per age and species guidelines, as required by the state of West Virginia.
5. **RESIDENCY & ELIGIBILITY.** Eligibility requirements for each junior member to participate in any PCLA sponsored show or sale, including the PCLA Youth Market Steer, Lamb, Goat, and Hog Show and Sale are as follows (the “PCLA Sale”):
  - A. Throughout the entire school year preceding the PCLA Sale, each junior member shall be a resident of Preston County or attend a Preston County School or participate as a virtual or home-schooled student in Preston County School.
  - B. A junior member shall prove residency by showing that at least one of his/her parents/guardians, with custody of the junior member is a full-time resident of Preston County.
  - C. A junior member shall prove enrollment in Preston County School by providing proof of school enrollment when requested by the Board of Directors.
  - D. A junior member shall be a paid member of the PCLA in good standing.
  - E. A junior member shall (i) be at least nine (9) years of age prior to June 30<sup>th</sup> of the year during which the PCLA Sale is to occur, and a member of a Preston County 4-H Club in good standing

as verified by the Extension Agent; or (ii) be a paid member of a Preston County FFA chapter in good standing, as verified with the PHS FFA advisor; and, consign a lamb, goat, or hog before he/she receives a high school diploma or equivalent.

F. If at any time during the school year preceding the PCLA Sale, the junior member fails to maintain the membership, residency, enrollment, participation, or attendance requirements as set forth in Section 5 herein, the junior member shall not be eligible to participate in any PCLA sponsored show or sale, including the PCLA Youth Market Steer, Lamb, Goat and Hog Show and Sale.

G. Each junior member who is eligible to participate in any PCLA sponsored show or sale for the school year following which the PCLA Sale is to occur, may enter one (1) steer, or two (2) lambs, or two (2) hogs, or two (2) goats, or a combination of lamb, hog, and goat with such combination not to exceed two (2) small animals, so long as the animal(s) meet the eligibility requirements set forth below. Entry of a lamb, hog, or goat by a junior member shall preclude that member from showing and/or selling any other livestock at any PCLA sponsored show or sale, including the Preston County Livestock Association Youth Market Steer, Lamb, Hog and Goat Sale.

6. **DUES.** The annual rate of dues shall be \$10.00 for adult members and \$5.00 for junior members. Members shall pay their dues at the time of joining PCLA and annually thereafter on or before the April meeting.

7. **NUMBER OF DIRECTORS.** PCLA shall have a board of directors consisting of 11 directors, to include a President, Vice President, Secretary, Treasurer, Reporter, and six (6) at-large directors (the "Board of Directors"), and up to two (2) ex-officio positions, as defined herein.

8. **POWERS.** All powers of PCLA shall be exercised by or under the authority of the Board of Directors and the affairs of PCLA shall be managed under the direction of the Board of Directors, except as otherwise provided by law.

9. **TERMS OF OFFICES.**

A. **President.** The President shall serve a term of a maximum of four (4) consecutive years. A former President may be elected to additional four-year terms; however, no member shall serve a second or subsequent term as President without a minimum one (1) year vacancy between each four-year term. The retiring President shall automatically become an ex-officio member of the Executive Committee of the Board of Directors for a period of one year following his/her term, regardless of number of terms served.

B. **Treasurer.** The Treasurer shall serve a term of a maximum of two (2) consecutive years. A former Treasurer may be elected to additional two-year terms. The retiring Treasurer shall automatically become an ex-officio member of the Executive Committee of the Board of Directors for a period of one year following his/her term, regardless of number of terms served.

C. **Remaining Officers and Ex-Officio.** All remaining officers and ex-officio positions shall each serve a term of one (1) year. All remaining officers may be elected to additional one-year terms.

- D. At-Large Directors. At-large directors shall serve a term of a maximum of two (2) consecutive years. A former at-large director may be elected to additional two-year terms.
- E. The election of an officer or director shall be contingent upon the individual submitting to an annual criminal background check that shall be completed once elected and prior to Dec 1<sup>st</sup>. The PCLA is responsible for all fees associated with this requirement. The conviction of any misdemeanor or felony crime, excluding minor traffic violations, shall exclude an individual from acting as an officer or a director of the PCLA. The background check will be performed using Sterling Volunteers.

If an officer or director has any convictions that will not permit the individual to hold a PCLA board of directors' position, that officer or director shall be immediately removed from his/her office and the vacancy will be appointed by the board of directors. The appointment will only be for the remainder of the term.

- F. All officers and directors, as a condition of taking office, consent to being drug tested annually once elected and prior to Dec 1<sup>st</sup> and random drug testing throughout the term by the PCLA. All officers and directors shall submit to annually random drug testing performed by Preston Memorial Hospital. Random drug testing is performed by Preston Memorial Hospital and the officer or director will be contacted by the lab to appear for testing. The PCLA has no control or input on this matter. If an officer or director fails to appear for the drug testing when called, the missed test shall be considered a positive. If an officer or director is unable to provide a sample for testing and leaves the testing facility, the individual's test shall be considered a positive. If an officer or director refuses to submit to the drug test, that refusal shall be considered a positive drug test. If an officer or director attempts to tamper with the drug test, or cheat the test, i.e. by use of any devices, that drug test shall be considered a positive. The PCLA is responsible for all fees associated with these requirements.

A positive test is defined as the presence of any illegal drug present in the individual's system for which the individual does not have a valid prescription.

If an officer or director has a positive drug test, that officer or director shall be immediately removed from his/her office and the vacancy will be appointed by the board of directors. The appointment will only be for the remainder of the term.

- G. Each term of office shall be considered to begin December 1<sup>st</sup>, unless the vacating director's term is extended until such time as a successor has been elected.
- H. Director terms shall be staggered so that approximately one-third to one-half the number of directors will end their terms in any given year.
- I. No one shall be permitted to serve as an officer, directors, or as a junior board member unless that person has been a paid member of PCLA for at least one (1) year prior to his/her nomination and his/her dues are paid for the current year.
- J. All elected or reelected positions shall hold office until the election and qualification of his successor, unless earlier removed by death, resignation or by 2/3 vote of Board of Directors.

- K. A junior member who is interested in serving as a junior board member shall complete an essay detailing the reasons he/she wishes to participate as a junior board member. The junior member shall submit the essay to the Board of Directors by November 30<sup>th</sup>. To be considered for service as a junior board member, the junior member must be in the 9<sup>th</sup> grade or higher. The Board of Directors shall review the essays and select up to six (6) junior members to serve a one-year term effective January 1 to December 31.

## **10. NOMINATIONS.**

- A. At the annual October general membership meeting of PCLA, the membership shall accept nominations for eligible members to serve on the Board of Directors in positions to be vacated by the following December 1<sup>st</sup>. The President shall conduct the nomination process in the following order, seeking nominations for only those positions to be vacated: President, Vice President, Secretary, Treasurer, Reporter, and one of the three remaining director positions. Any eligible member who accepts the nomination to serve on the Board of Directors shall speak at the same October meeting, discussing the reasons he/she desires to serve on, or be reelected to, the PCLA Board of Directors in the nominated role.
- B. If an eligible member is unable to attend the annual October general membership meeting and he/she is willing to serve on the Board of Directors, he/she shall submit a letter to the Board of Directors prior to the October meeting stating the reasons he/she desires to serve on, or be reelected to, the PCLA Board of Directors, if nominated. If said member is nominated to serve on the Board of Directors, the Board of Directors shall read the letter to the general membership prior to any vote being made on the nominated members.
- C. Eligible members may only accept one (1) nomination for a Board of Directors' position. Upon acceptance, the nominated member shall be placed on the ballot that will be voted on by general membership.

## **11. GENERAL VOTING AND ELECTION VOTING.**

- A. Election of Board of Directors shall take place within forty-five (45) days of the PCLA Sponsored Youth Livestock Sale at a scheduled special meeting or awards banquet.
- B. Only current paid members who are physically present at meetings with current membership cards may vote on general PCLA business and elections.
- C. Members casting votes for the Board of Directors shall do so by written ballot.
- D. PCLA shall not allow proxy voting or early voting. There are no exceptions to this rule. This rule applies to all PCLA business and elections.
- E. The PCLA's accountant and attorney shall count the ballots cast and shall also certify the election results. If the PCLA accountant or the PCLA attorney is not available to count the ballots and certify the election results, the Board of Directors may appoint a representative not affiliated with PCLA to serve in such capacity.
- F. All ballots are to be counted, and election results are to be announced and posted before adjournment of the scheduled special meeting or awards banquet at which the votes are cast.

## 12. BOARD VACANCIES.

- A. Subject and subordinate to the provisions herein regarding the nomination and election of eligible members to the Board of Directors, the Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.
- B. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board of Directors for the balance of the term of the director being replaced.

13. **REMOVAL OF DIRECTORS.** A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors then in office, if the director does not meet the requirements and expectations of PCLA. Any director may move for the removal of another director, citing reasons for the requested removal. Prior to any vote, the motion to remove a director must be seconded by another director.

14. **DUTIES OF THE PRESIDENT.** The President shall preside over all meetings of PCLA and the Board of Directors, call special meetings of the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all papers of PCLA that he/she may be authorized or directed to sign by the Board of Directors, provided that the Board of Directors may authorize others to sign checks, contracts, and other instruments on behalf of PCLA. The President shall perform such other duties as prescribed from time to time by the Board of Directors. The President is to prepare the agenda for all general membership, board, and special meetings. The President shall only vote in the event of a tie vote among the remaining directors. The President shall maintain a responsibility handbook for all directors and members of PCLA.

15. **DUTIES OF THE VICE PRESIDENT.** In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall serve on all committees of PCLA. The Vice President shall plan and organize any educational programs deemed appropriate by the Board of Directors for monthly meetings. The Vice President shall work in conjunction with the junior board members to oversee the activities and responsibilities set forth by the Board of Directors.

16. **DUTIES OF THE SECRETARY.** The Secretary shall keep accurate minutes of all meetings of PCLA, including special meetings and Board of Directors meetings. The Secretary shall keep a record book of all information pertaining to all activities of PCLA. The Secretary shall maintain a membership record and keep accurate record of attendance at all meetings by both junior members and board members/officers. The Secretary shall bring all prior minutes of meetings to each regular meeting and make the same available for use or inspection by any officer, board member, or member of PCLA.

## 17. DUTIES OF THE TREASURER.

- A. The Treasurer shall keep an accurate record of receipts and disbursements of PCLA. The Treasurer shall provide an accurate report at each meeting of all receipts and disbursements of the month prior to the meeting. The Treasurer shall collect membership dues for PCLA and provide a list of all members for each officer and member of the Board of Directors. The Treasurer shall make disbursements only as authorized by the membership and/or the Board of

Directors. The Treasurer shall keep all accounts reconciled and prepared for inspection, annual review, or audit.

B. The Treasurer shall obtain PCLA's approval for disbursements greater than \$1,500.00. In the event of an emergency that requires payment exceeding \$1,500.00, which is required for the benefit of PCLA, the Board of Directors may approve such on an emergency basis.

C. The Board of Directors shall appoint two individuals to conduct an annual review of the financial records of PCLA. The results of such review are to be summarized and presented at the March meeting of PCLA each year. The Board of Directors shall cause a financial audit of PCLA to take place upon the election of a new Treasurer or every four (4) years, whichever is more frequent.

18. **DUTIES OF THE REPORTER.** The Reporter shall keep the public informed of important activities deemed necessary by the Board of Directors or President of PCLA. The Reporter shall take pictures at all events, advertise meetings on the radio and in the newspaper, and update PCLA's Facebook page with pictures and upcoming events associated with PCLA on a weekly basis. The Reporter shall ensure that all published and posted content has been approved by the Board of Directors and that PCLA has received media consent from all persons used in photographs that are published or posted.

19. **EX-OFFICIO MAY NOT VOTE.** Ex-officio positions are not entitled to vote on matters before the Board of Directors.

20. **ADDITIONAL EXPECTATIONS OF BOARD MEMBERS.** The Board of Directors shall oversee the management of PCLA. In performing general oversight responsibilities, the directors shall display and act with the qualities of objectivity, impartiality, respectfulness, and loyalty; oversee and protect PCLA's integrity and reputation; and actively participate and apply judgment to assure that decisions and plans are made in the best long-term interests of PCLA.

21. **MEETINGS.** PCLA shall meet on the first Thursday of each month.

22. **SPECIAL MEETINGS.** The President may call special meetings of PCLA. The Board of Directors shall notify members of PCLA of any special meeting at least three (3) days prior to the date of the meeting. The notice is to state the date, time, place, and the agenda for the meeting.

23. **BOARD MEETINGS.** The Board of Directors shall meet prior to monthly meetings. All meetings are closed to general membership unless a request is made in writing or by notifying the President by 11:59PM on the Tuesday prior to the scheduled board meeting to be placed on the agenda. The Board of Directors reserves the right to extend invitations to members and guests to attend any board meetings or special meetings.

24. **SPECIAL BOARD MEETINGS.** A special meeting of the Board of Directors shall be held whenever called by the President or by majority of the Board of Directors. All business may be transacted at a special meeting. Directors are to be notified three (3) days in advance of such meetings. The notice is to state the date, time, place, and the agenda for the meeting.

25. **ORDER OF BUSINESS.**

The Board of Directors shall conduct the order of business at any meeting as follows:

- i. Call Meeting to Order
- ii. Pledge of Allegiance
- iii. Roll Call
- iv. Secretary Report – Reading and Approval of Minutes
- v. Treasurer Report – Financial Report
- vi. Old Business
- vii. New Business
- viii. Program
- ix. Comments
- x. Adjourn Meeting

All PCLA business is to be conducted in accordance with Roberts Rules of Order.

## **26. ATTENDANCE.**

- A. The directors shall attend two-thirds (2/3) of all the meetings each year. If a director is absent from more than one-third (1/3) of the meetings, it shall be reported to the Board of Directors by the Secretary and the Board of Directors shall decide whether the director is to be removed in accordance with the terms set forth herein. All directors shall make good-faith attempts to be present at all PCLA events.
- B. To be eligible to sell an animal at the PCLA Sponsored Youth Livestock Sale, ALL junior members shall abide by the separate rules set forth regarding the same.

## **27. LIABILITY STATEMENT.**

- A. Parents/guardians of underage consignors shall execute the consignment form provided by PCLA. Consigners who are of age to sign for themselves shall provide proof of age to the Board of Directors.
- B. Any unpaid debt from the PCLA Sponsored Youth Livestock Sale up to 5% of the most recent annual gross sale shall be paid by PCLA until it is collected from the buyer(s). The Board of Directors may raise this percentage if unforeseen circumstances outside of the control of the Board of Directors justify such raise. The Board of Directors may establish exceptions to this rule if PCLA's financial circumstances allow for such and two-thirds (2/3) of the directors vote in favor of such.

**28. OPERATING RULES FOR EACH ANIMAL GROUP.** The Board of Directors shall present and approve rules for the consignment of small animals (lambs, goats, and hogs) and for steers prior to the consignment sale. These rules are to contain language that includes, but is not limited to, exhibitor participation, attendance at meetings and events, and animal criteria.

## **29. PCLA SALE.**

- A. PCLA shall sponsor a sale each year to sell the junior members' consignments. A 5% commission is to be retained by PCLA for operating expenses from each exhibitor's check. In addition, any expenses required by law to be withheld from the exhibitor's check are to be withheld and submitted to the appropriate entity.

- B. PCLA shall make exhibitor checks available for distribution no later than 45 days following the annual PCLA Sponsored Youth Livestock Sale to those junior members who have delivered their “Thank You” letters to PCLA by or before the first Thursday in October of the year in which the sale occurred.
- C. If a junior member fails to deliver his/her “Thank You” letters to PCLA by or before the first Thursday in October of the year in which the sale occurred, PCLA shall make that junior member’s exhibitor check available for distribution on December 31<sup>st</sup> of the year in which the sale occurred.

30. **FEDERAL ANIMAL CHECK OFF PAYMENTS.** Federal law requires an animal check off payment for steers, lambs, and hogs to be paid to their various associations. These amounts due are to be deducted from each exhibitor’s check from the PCLA Sponsored Youth Livestock Sale.

31. **AMENDMENTS TO BY-LAWS.** Amendments to the by-laws of PCLA may be made at any regular or special meetings by a two-third (2/3) majority vote of the active members present and voting, provided the membership has been given at least ten (10) days’ notice in writing or thirty (30) days’ notice verbally. The notice is to specify the place, date, time, and specific changes on which a vote is to be taken.

32. **EXPECTATIONS OF MEMBERSHIP.**

- A. If a junior member completes a consignment form, that junior member shall show and sell the animal designated on the consignment form at the PCLA Youth Market Steer, Lamb, Goat, and Hog Show and Sale.
- B. Members shall present themselves with honesty and good sportsmanship. Anyone working with junior exhibitors is under an affirmative responsibility to do more than avoid improper conduct or questionable acts. Any person who exhibits behaviors to include profanity, yelling, throwing things, arguing, threatening participants, threatening volunteers, threatening the Board of Directors, striking any person, causing animal mistreatment, or the like is subject to suspension or expulsion of his/her membership with PCLA. Members shall report all inappropriate conduct to the President in writing within 48 hours of the incident. The Board of Directors shall investigate the reported conduct. The Board of Directors may suspend or expel the member from future PCLA events for a period to be determined by the Board of Directors. The Board of Directors may also require that the member forfeit premiums, awards, and auction proceeds. Members who violate this code of ethics or in any way demean the integrity of any livestock exhibition or its participants are to be prohibited from competition. Any junior member expelled from a PCLA sponsored event, show, or sale for disciplinary reasons shall be barred from all events, shows, and sales for a minimum of one year from the date of infraction.
- C. PCLA shall not tolerate any form of harassment, including, but not limited to, verbal or physical threats, or social media bullying. The Board of Directors may ban any member or affiliated person(s) from PCLA events depending on the evidence and severity of the action committed. All criminal acts should be directed to the county or state police departments.

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