Santa Gertrudis Breeders International

Constitution

Preamble

We, the members of the *Santa Gertrudis Breeders International*, do hereby associate ourselves for the following purposes: To continue the improvement of the Santa Gertrudis breed of beef cattle throughout the world; to work for the standardization of the breed by the maintenance of a standard of excellence to protect the breed from misrepresentation; to establish a practical registry for the breed; to disseminate information regarding the breed and to work actively in the marketing, merchandising, and promotion of the breed.

I. Membership

The association shall have charter members, active members, commercial members, junior members, and honorary members, and associate members. Charter members shall be those individuals, corporations, or firms who joined the association by the contribution of one hundred dollars each to its fund prior to the date of the issue of the charter by the Secretary of State of Texas. Active members shall be reputable individuals, corporations, or firms, which are breeders of Santa Gertrudis cattle or are interested in the Santa Gertrudis breed of cattle and are approved for membership by the board of directors or its designee upon the receipt of a properly completed application for membership and appropriate first year membership dues. Commercial members are reputable individuals, institutions, partnerships, corporations or firms which support, have interest in, and/or utilize the Santa Gertrudis breed through their affiliation with the beef industry and are approved for membership by the executive director upon receipt of a properly completed application for membership and appropriate first-year dues. Junior members may be approved for membership by the executive director upon receipt of a properly completed application for membership and appropriate first-year dues, and shall be young men and women under the age of twenty-one years interested in the Santa Gertrudis breed of cattle. Honorary membership may be granted by action of the general membership at its regular annual meeting, upon recommendation of the board of directors, to individuals who have made outstanding contributions to the Santa Gertrudis breed. Associate members are reputable individuals, groups, companies, or commercial organizations connected to the cattle industry possessing a desire to support the mission of Santa Gertrudis Breeders International and are approved for membership by the executive director upon receipt of a properly completed application for membership and appropriate first-year dues. Members may be dropped from the roll by action of the board of directors upon recommendation of the executive director.

II. Meetings and Voting

The members shall meet at least once in each year on a date and at a place to be fixed by the board of directors, which shall give members thirty (30) days notice in writing of such a meeting.

Only active and charter members in good standing shall be entitled to vote. Each member shall be entitled to one vote. Corporations or firms which are charter members or active members shall each designate some individual officer, director or member of the corporation or firm who shall exercise, on behalf of the corporation or firm, the rights and privileges of such membership, including the right to vote and hold office in the association.

Proxies to vote on behalf of absent members at regular annual meetings and special meetings of the general membership may be given only when specifically authorized by the board of directors, and shall always relate specifically to the question or questions to be voted upon and shall specify how the absent member desires to cast his or her vote. The board of directors shall always authorize the giving of such proxies when an amendment to the bylaws or constitution is to be submitted.

Whenever proxies are authorized by the board of directors, there shall be mailed to each member entitled to vote a notice of such action by the board and appropriate forms for proxies, such mailing to be done not less than thirty (30) days prior to the meeting for which such proxies are authorized. The affirmative vote of a majority of the charter members and active members present or duly represented by proxy at the general or special membership meeting shall be sufficient for an action, including any proposed amendment to this constitution.

III. Dues and Fees

Membership dues and fees to be charged by the association for the registration of cattle and for the services of the association shall be fixed by the board of directors from time to time.

IV. The Board of Directors

The governing body of the association shall be the board of directors composed of eighteen (18) members elected from voting regions and districts established by the board in accordance with the bylaws.

The directors shall serve for terms of three (3) years or until their successors are duly elected and qualified. Directors shall not be elected to serve more than two (2) consecutive three (3) year terms. Directors elected to serve the remaining term(s) of directors not standing for re-election will serve for less than the two (2) three (3) year terms.

The voting membership within a district or region, by an official S.G.B.I. mail ballot within 90 days after a vacancy occurs shall elect a successor to any director representing that district or region who may have died or resigned before the expiration of his or her term.

In order to assure equitable representation of the membership on the board of directors, the bylaws shall establish a system for the nomination and election of directors. The bylaws shall require periodic and reapportionment of voting districts. The board of directors is empowered to establish a one-year system for the orderly transition to the new election process and thereafter for approximately one-half of the total number of directors to be elected each year.

A quorum of the board of directors authorized to transact business shall be established by the bylaws.

Meetings of the board of directors shall be called by the president or by any five (5) directors upon fifteen (15) days written notice to all other directors. The powers of the board of directors shall be those powers conferred by the articles of incorporation, the bylaws and all powers not inconsistent therewith which are reasonably necessary for the governance of the association and not prohibited by law.

V. Officers

The officers of the association shall be a president, president-elect, one or more vice presidents, and a secretary-treasurer, all of whom shall be members of the association duly elected to the board and from among board members. All officers shall be elected annually except the president-elect who shall automatically assume the presidency after completing the term of president-elect. Officers shall serve without compensation and any officer may be re-elected to successive terms.

The president of the association shall be the presiding officer and shall carry on the business of the association pursuant to the constitution, bylaws, and resolutions of the board of directors. The president shall serve no more than two consecutive terms.

In the event a president-elect has not been named, a vice president of the association shall be the presiding officer of the association in the absence of the president and shall perform such other duties as may be delegated by the president and the board of directors. In the event more than one vice president is elected, the board shall designate one as first vice president to act in the president's absence.

VI. Committees

Executive or other standing committees of the board of directors may be appointed or elected in the manner and with the authority provided by the bylaws.

VII. Bylaws

The bylaws of the association shall be proposed to the general membership by the board of directors and adopted by a simple majority of the general membership present and by proxy at its annual meetings. The bylaws are amended in the same manner.

VIII. Herd Book

It shall be the policy of the association to keep open indefinitely its herd books and records so as to accord recognition to valuable bloodlines which may be developed in the future.

The association shall recognize the Santa Gertrudis herds on the King Ranch as Santa Gertrudis breed foundation herds and the cattle in such herds as eligible for registration.

IX. Release of Performance Information

All persons who submit performance information on cattle to be registered, or recorded in SGBI's performance program shall understand and agree that these records will be used for research, development, and publication of a Santa Gertrudis National Sire Evaluation Report (Sire Summary) that will be available to the association membership and the general public.

X. Amendment of the Constitution

Amendments of this constitution to be proposed to the general membership shall be first submitted in writing to the board of directors at a regular or special meeting of the board at least (90) days before the next annual meeting of the general membership of the association. If a majority of the board of directors present at such meeting believes such proposed amendment to be worthy of submission to the general membership, or if not less than five percent (5%) of the charter and active members of the association have signed the proposed amendment before its submission to the board of directors, then the board shall notify all charter and active members in writing of the proposed amendment as part of the notices calling for the next annual general membership meeting. If a majority of the charter and active members present or represented by proxy at the annual general membership meeting vote in favor of the proposed amendment, it shall be deemed adopted.