

**BYLAWS  
of  
STCW, Inc.  
Whose Assumed Name  
is  
South Texas CattleWomen**

**Article I - Name**

(1) The name of this corporation shall be **STCW, Inc.**

(2) A Certificate of Formation of **STCW, Inc.** was filed with the Office of the Secretary of State of Texas on March 18, 2014 and a Certificate of Filing (File Number: 801954551) was issued by the Office of the Secretary of State of Texas on March 18, 2014.

**Article II - Assumed Name**

(1) The assumed name of **STCW, Inc.** shall be **South Texas CattleWomen**, an affiliate of Texas CattleWomen.

(2) An Assumed Business Name Certificate for Nonprofit Corporation was filed with the Office of the Secretary of State of the State of Texas on April 25, 2014 and a Certificate of Filing (File Number: 801954551) was issued by the Office of the Secretary of State of Texas on April 25, 2014.

(3) An Assumed Business Name Certificate for Nonprofit Corporation was filed with the County Clerk of Comal County, Texas in the Official Public Records of Comal County, Texas on May 16, 2014 under Document Number 201405000542.

(4) Such Assumed Name Certificates shall be renewed and/or filed as required by law.

**Article III - Purposes**

(1) The purpose of STCW, Inc. shall be to advance the welfare of the Beef Industry through educational, promotional, charitable and legislative activities. STCW, Inc. shall strive to maintain and build demand for beef products, address consumer needs and promote a positive image of the Beef and Cattle Industries.

(2) The corporation is organized exclusively for charitable and educational purposes and to qualify as an organization exempt from taxation under **26 U.S.C.A. §501(c)(3)** as it now exists or as it may be amended.

(3) The general purposes and powers of the corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas or which may hereafter be conferred; provided, however, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth in Section 1 of this Article.

(4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(5) Notwithstanding any other provisions of this Certificate of Formation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may be amended, and upon dissolution of the corporation or the winding up of its affairs, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing such assets to one or more organizations with a similar mission of charitable and educational purposes and for any qualified specific purpose designated by a Donor at the time of making a gift if those funds are still unspent and that would not disqualify STCW, Inc. as an organization exempt from taxation under 26 U.S.C.A. §501(c)(3), which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by any court of proper jurisdiction in the county in which the principal office of the corporation is then located, by distributing such assets to such organization or organizations, as said court shall determine, which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **Article IV - Profit, Compensation, and/or Liquidation**

(1) No officer, director or member of the corporation shall at any time receive or become entitled to receive any pecuniary profit from the corporation. However, compensation may be paid for any service rendered to the corporation by any officer, director, member, agent, employee, or any other person or entity pursuant to the authorization of the Executive Committee. If the corporation is ever liquidated, its assets shall vest in its Executive Committee as trustees for the benefit of one or more tax-exempt, non-profit organizations, to be transferred as promptly as possible. Any such transfer or disposition of assets upon liquidation may be made to the recipients thereof in such shares or amounts and in cash or kind as the Executive Committee may require.

(2) Should there be any conflict between this **Article IV, Profit, Compensation, and/or Liquidation** and **Article III, Purposes**, such conflict shall be resolved by **Article III, Purposes**, which shall control.

#### **Article V - Membership and Dues**

(1) Membership shall be open to any person interested in the welfare, promotion, education and encouragement of the Beef Industry, the livestock business or its allied industries and who are interested in promoting the purposes and principles of this corporation.

(2) Membership shall consist of Active Members who may vote and hold office, Junior Members (persons under 18 years of age) who may not vote and hold office and Honorary Members, any or all of whom may be admitted at any time of the year; who are encouraged to attend regular meetings and to participate actively in all events sponsored by the corporation; and, who should consider themselves to be members of the Membership Committee and hence actively promote membership in the corporation.

(3) Honorary Members will be chosen from the Active Members; must have been Active Members in good standing for at least ten (10) years; and, must receive the approval of a majority of the Active Members present and voting at a regular meeting.

(4) The dues and conditions of membership shall be fixed by the Executive Committee; and, Honorary Members shall not pay dues nor shall they hold office.

(5) Subject to change by the Executive Committee, Active Members shall be assessed annual dues of Forty and No/100----(~~\$40.00~~)-----Dollars, of which Twenty-five and No/100----(~~\$25.00~~)-----Dollars shall be designated for Texas CattleWomen and Fifteen and No/100----(~~\$15.00~~)-----Dollars for this corporation; and, Junior Members will be assessed Fifteen and No/100----(~~\$15.00~~)-----Dollars of which Ten and No/100----(~~\$10.00~~)-----Dollars is for Texas CattleWomen and Five and No/100----(~~\$5.00~~)-----Dollars is for this corporation.

(6) Annual dues for each year shall be paid no later than October 1 of that year; and, any dues not so paid shall be considered delinquent after November 30 of that year.

(7) Any Member, Active, Junior or Honorary, may be suspended at the discretion of the Executive Committee, whenever the Executive Committee lacks confidence in such Member; such suspension to take place by notification to the Member of such action by the Executive Committee; upon receipt of such notification, the Member shall stand suspended; and the action of the Executive Committee shall be final and binding on the member.

### **Article VI - Meetings**

(1) Regular Meetings shall be at 10:00 A. M. on the third Tuesday of each month, beginning in August and ending in May. November and December meetings may be scheduled earlier or later in the month at the discretion of the President due to holiday conflict.

(2) Special Meetings may be called at any time by the President; or, may be called at any time by three (3) Members of the Executive Committee.

(3) Board Meetings may be called at any time by the President; or, may be called at any time by three (3) Members of the Executive Committee.

(4) Notification of all Regular Meetings shall be done through the corporation's newsletter, yearbook calendar of events, social media, and/or e-mail.

(5) Notification of Special Meetings shall be done by e-mail and/or telephone and/or person to person and/or U. S. Mail and/or facsimile transmission and/or any other manner.

(6) Notification of Board Meetings shall be done through the corporation's newsletter and/or e-mail and/or telephone and/or person to person and/or U. S. Mail and/or facsimile transmission and/or any other manner.

(7) No bills will be paid unless authorized by majority vote of the Executive Committee; or, bill may be paid by a majority vote of the Active Members at a Special Meeting; or, bills may be paid by a majority vote at a Board Meeting; or, bills may be paid by a majority vote of the Executive Committee, regular budgeted and approved annual expenses excluded.

(8) Charitable donations may be proposed by the Discretionary Committee and shall be authorized by majority vote of the Active Members at a Regular Meeting; or, by a majority vote of the Executive Committee, regular budgeted and approved annual expenses excluded.

### **Article VII - Directors**

(1) The Board of Directors of the corporation shall consist of not less than nine (**9**) and not more than twelve (**12**) elected officers.

## VIII - Officers

- (1) The elected officers of the corporation are nine (9) in number, being: President and Chairman of the Board of Directors, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Fifth Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.
- (2) Officers shall be nominated at the April Regular Meeting and elected at the May Regular Meeting for a two (2) year term.
- (3) Officers shall be installed at the May Regular Meeting or a Called Meeting and shall assume their duties at that time.
- (4) Officers must be Regular Members in good standing.

## IX - Duties of Officers

- (1) The **President and Chairman of the Board of Directors** are responsible for upholding the goals and values of the corporation. She will represent the entire membership as well as the ranching and beef industries. Her duties are:
  - a. Preside at all meetings and serve as Chairman of the Board of Directors;
  - b. Prepare an agenda before each meeting and review minutes from the previous meeting so that unfinished business will not be overlooked;
  - c. Have current membership list of local members as well as State Officers;
  - d. As Chairman of the Board of Directors, attend all Board of Directors meetings and all state conventions, or appoint an appropriate substitute if unable to attend;
  - e. Call Board Meetings and/or Special Meetings as necessary;
  - f. Fill vacancies on the Board as they may occur;
  - g. Appoint all Committee Chairpersons;
  - h. Prepare all reports of local activities to the State President;
  - i. Stay current on industry information;
  - j. Be familiar with the Bylaws and basic parliamentary procedure in order to be in compliance with them;
  - k. Keep accurate, detailed files of all activities and duties which will be passed on to the incoming President.
  - l. Be prepared to speak to civic and social groups about the beef industry and the goals of the corporation.
- (2) The **1st Vice President** is responsible for supporting and assisting the President and Chairman of the Board of Directors at all times and in all endeavors. She shall receive first consideration for the office of President and Chairman of the Board of Directors for the following year. Her duties are:
  - a. Assume the duties of the President and Chairman of the Board of Directors in the absence of the President and Chairman of the Board of Directors;
  - b. Accompany the President and Chairman of the Board of Directors to Board meetings and state conventions, if possible;
  - c. Serve as Chairperson of the Public Relations and Publicity Committee,
- (3) The **2nd Vice President** shall have the following duties:
  - a. Serve as the Beef Education Chairman;
  - b. Implement any appropriate Texas Beef Council Programs;
  - c. May develop other programs for gathering and disseminating Beef information material to the public as to its proper use and nutritional value in the human diet.

- (4) The **3rd Vice President** shall have the following duties:
- a. Serve as Membership Chairperson;
  - b. Maintain accurate records of local membership;
  - c. Have membership applications, brochures and other materials about corporation available at meetings;
  - d. Invite prospective members to attend meetings or special promotional activities;
  - e. Answer all inquiries as to membership and be available to meet with potential members as needed.
- (5) The **4th Vice President** shall have the following duties:
- a. serve as the Beef Promotion Chairperson;
  - b. Work with the Beef Industry Council to coordinate any promotion programs;
  - c. May plan and initiate independent programs to increase the consumption of Beef.
- (6) The **5th Vice President** shall have the following duties:
- a. serve as the Programs Chairperson;
  - b. Plan and introduce programs for the meetings September through April;
  - c. Be responsible for a substitute to introduce the program in her absence.
- (7) The **Treasurer** shall have the following duties:
- a. Keep complete records of income and expenses;
  - b. Collect all dues and fees;
  - c. Pay all bills submitted with an itemized and signed statement of expenditures;
  - d. Keep an up-to-date list of all dues-paying members;
  - e. Reconcile the bank statements, invoices and records of payments monthly and submit a written report at each meeting;
  - f. Report in writing all money-making activities.
- (8) The **Recording Secretary** shall have the following duties:
- a. Attend all meetings of this organization;
  - b. If unable to attend a meeting, assign a replacement to record minutes;
  - c. Record accurate minutes of all meetings, including names of members who introduce motions and the outcome of motions;
  - d. Provide minutes of previous meetings and submit them to the membership for approval;
  - e. Keep a copy of the minutes from the past three years;
  - f. Turn over copies of all minutes to successor at the end of her term;
  - g. Furnish a copy of minutes to the President as soon as possible following each meeting.
- (9) The **Correspondence Secretary** shall have the following duties:
- a. Handle all correspondence pertaining to the affairs of the corporation including sympathy cards, thank you notes, etc.;
  - b. Read pertinent correspondence at regular meetings.

## **Article X - Executive Committee and Officers**

- (1) The Executive Committee shall consist of the elected officers.
- (2) Executive Committee meetings may be called at the discretion of the President; or, may be called by three (3) members of the Executive Committee.
- (3) The Executive Committee shall meet from time to time on a written notice or verbal call of the President and Chairman of the Board of Directors of the corporation and can meet by telephone meeting to conduct its business.

(4) Five (5) of the members of the Executive Committee shall be considered a quorum at any meeting of the Executive Committee, and a majority vote of those present and voting shall be sufficient to transact any business.

(5) The Executive Committee shall be vested with plenary powers to act for and on behalf of the corporation, including, without limitation, the following:

- (a) to accept, reject, suspend, or expel any member whenever in the opinion of the committee it may seem expedient to do so;
- (b) to authorize the President or the Chairman of the Board to execute contracts;
- (c) to obligate the corporation;
- (d) to delegate limited authority, by proper resolution;
- (e) to do any act necessary for the day to day operation of the corporation; and
- (f) any act of said committee shall be deemed the act of the corporation.

Subject to the provisions of these Bylaws and the Certificate of Formation, the powers and duties of the officers of the organization shall consist of those usual and normal duties assigned to such officers according to the Texas Non-Profit Corporation Law. Any member of the Executive Committee shall ex officio be an advisory member of each committee elected or appointed under the authority of these Bylaws. In the event of the Chairman of the Board's absence or inability to act, the First Vice President shall assume the duties of the President and Chairman of the Board. In the event of the President's absence or inability to act, the First Vice President of the Board shall assume the duties of the President.

#### **Article XI - Meetings, Elections and Committees**

(1) All meetings of the organization shall be conducted in accordance with the accepted parliamentary procedure, as set out in the current edition of Roberts Rules of Order, except as otherwise provided in these bylaws.

(2) The election of the officers of the corporation shall be by voice vote for or against the nominees presented by the **Nominating Committee**. If a motion for a division is properly called in accordance with Roberts Rules of Order, vote shall be by standing, and if an additional division is called, then the vote will be a division of the house with those voting in favor moving to one end of the meeting room and those opposed moving to the other end of the meeting room until a correct count is completed.

(3) Standing Committees will be appointed by the President as necessary to carry out the work of STCW, Inc. as follows:

- (a) **Legislative Committee** shall assemble, develop and distribute materials that assist the membership to communicate with local, state, and federal government officials and departments;
- (b) **Nominating Committee** shall prepare a slate of officers to be presented and approved by the membership at the May regular meeting
- (c) **Discretionary Committee** shall meet as needed to consider and approve special funding requests;
- (d) **Ways and Means Committee** shall review and make recommendations for the budget.

**Article XII - Amendment of Bylaws**

(1) 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 or at any Board Meeting.

**Article XIII**

The printed Bylaws in the Company Book are recognized as providing guidance for any matters not contained in these Bylaws and can be consulted for guidance and may be followed as to any issues that may arise with the provision that these Bylaws control and where there is a conflicted between these Bylaws and the printed Bylaws in the Company Book, these Bylaws shall always control.

Adopted on \_\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_, A. D., 2017 by the initial board of directors as shown in the Certificate of Formation.

**South Texas CattleWomen,  
Assumed Name of  
STCW, INC.**

By: \_\_\_\_\_  
Linda E. Landrum, Director

By: \_\_\_\_\_  
Terry Chandler, Director

By: \_\_\_\_\_  
Jessica Erin Elliott, Director