



## **2024 Texas Braunvieh Association**

### **Minutes from Special Meeting held on 04/12/2024 in Wichita Falls, TX at 5:45 PM**

Meeting called to order by President, Collin Alexander. Special meeting held to open tabled item from Annual Meeting held on 01/15/2024 at the Fort Worth Stock Show and Rodeo. Tabled item was the consideration of proposed by-law changes to the Texas Braunvieh Association By-Laws.

The 2024 By-Law Amendments for membership consideration were presented to the members present as a ballot to use for voting. Per by-laws, members classified as “active members” are authorized to vote and vote be counted.

Leslie Mirassou moved to vote on the proposed by-law changes.  
Meghan Dennison seconded the motion.

Discussion:

President Collin Alexander stated that the amendments presented to the membership were the final six approved by the board of directors from ten amendment changes presented to the board by the By—Law committee.

There are future amendments that may be presented to the membership as more work needs to be done to clarify or amend the by-laws that would benefit the association and its members.

Once voting has taken place and amendments are approved, the by-laws will be updated and added to the website with an updated version date.

No further discussion or questions. Membership voted in favor of proceeding with voting on proposed amendments. Voting was held by ballot requiring signature and if executing proxy, who the member was voting on behalf.

Proxy votes were cast and recorded by the following:  
Joshua Flowers exercised the proxy voting for Sonny Dickerson  
John Hall exercised the proxy voting for Tom Cefalu  
Clydene Pittman exercised the proxy voting for Trey Saunders  
Loretta Hall exercised the proxy voting Hall and Hall, LLC

Ballots were collected and tabulated by Secretary, Stacey Johnson, and member, Katy Williams.

Official Ballots voted on nineteen total ballots:

Amendment 1: 17 Approve – 2 Rejected

Amendment 2: 17 Approve – 2 Rejected

Amendment 3: 17 Approve – 2 Rejected

Amendment 4: 17 Approve – 2 Rejected

Amendment 5: 18 Approve – 1 Rejected

Amendment 6: 12 Approve – 7 Rejected

Per current by-laws, changes made to by-laws require three-fourths vote of the membership present.

Amendment 1 – Passes

Amendment 2 – Passes

Amendment 3 – Passes

Amendment 4 – Passes

Amendment 5 – Passes

Amendment 6 – Fails

Motion made to adjourn the meeting made by Leslie Mirassou

Motion Seconded by Dwight Alexander.

Unanimous vote to adjourn by members in attendance.

Meeting adjourned

**Respectfully submitted.**

**Stacey Johnson**  
**Secretary**

**Minutes Approved by Board of Directors at monthly board meeting on 05/13/2024**

*Collin Alexander*

2024 President

**Amendment 1 - Add in new Article 1 with sections 1-4. Remove Current bylaw article 1 section 13 due to duplication. This section would become the new Article 1 and the current bylaws article 1 would become article 2 and all other articles would slide down one article.**

CONSTITUTION AND BY-LAWS OF  
TEXAS BRAUNVIEH ASSOCIATION  
501(C)5 A NON-PROFIT NON-TAX-EXEMPT ORGANIZATION

ARTICLE I  
NAME, PURPOSE, MISSION, AND NON-PROFIT STATUS

SECTION 1. NAME

The name of this 501(c)5 [Non-Tax Exempt] non-profit corporation is and shall be TEXAS. BRAUNVIEH ASSOCIATION (hereinafter, "the Association" or "TBA")

SECTION 2. PURPOSE AND MISSION

The Texas Braunvieh Association is dedicated to the growth and development of the Braunvieh. breed, while nurturing and empowering future young Braunvieh owners.

Our mission is to promote the exceptional qualities of Braunvieh cattle and cultivate a vibrant community that supports the breed's advancement and the success of its enthusiasts.

SECTION 3. NON-PROFIT STATUS

The Association is and shall be recorded with the State of Texas as a 501(c)5 [non-Tax-exempt] non-profit corporation and in compliance with its Articles of Incorporation or Certificate of Incorporation, this corporation is and always shall be a non-profit organization and no stock. shall ever be issued, and no Member shall ever receive any profit or anything of pecuniary value for his or her membership, either during the operation of the corporation or upon its dissolution, or the liquidation of any of the corporation's assets of any kind. The Directors and Officers in office at such time shall, in accordance with the laws applicable to non-profit corporations like or similar to the Association, continue to act as trustees for the benefit of all persons, and after liquidation of all assets, cause any net proceeds to be distributed in pursuance of the objectives and purposes of this corporation as stated in its articles of Incorporation or Certificate of Incorporation and herein, and to pay such net proceeds over to a charitable or non-profit organizations in the State of Texas or, if not practical, elsewhere in the United States, carrying on functions most similar to the purposes for which this corporation is organized. Donations to TBA are not IRS Tax Deductible

SECTION 4. REGISTERED OFFICE AND REGISTERED AGENT

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

**Amendment 2 – For voting purposes, a NEW member must have been a member for 120 days prior to a voting event to receive voting rights. Amendment would be inserted into current bylaws under Article 1 section 7 Letter D.**

**Definition of a new member will be a person, ranch, or entity that has not been a member of the Texas Braunvieh Association and/or has membership lapsed 24 months or greater.**

**Amendment 3 – Article 2 section 2 (A) –**

**Current Bylaw Verbiage**

The nine (9) members of the Board of Directors shall be elected for terms of three (3) years each, except that three (3) of the members of the first Board of Directors shall be elected for a one (1) year term, three (3) of the members of the first Board of Directors shall be elected to a two (2) year term, and three of the members of the first Board of Directors shall be elected to a three (3) year term, all of which shall be ascertained at the first election of Board Members whereby the individuals receiving the most votes shall serve the longer terms. In the case of a tie, lots will be drawn to determine which Director serves the longer term.

**Proposed Bylaw verbiage**

The nine (9) members of the Board of Directors shall be elected for terms of three (3) years each, all of which shall be ascertained at the first election of Board Members whereby the individuals receiving the majority of votes shall serve on the board of directors. In the event that three (3) candidates do not receive a majority of the votes cast, there will be a runoff. Any of the candidates that received a majority of the votes on the initial ballot will be deemed as elected to one of the said vacancies. See TBA Run Off Procedures for process of runoff.

**Amendment 4 – Change to Article 2 section 3.**

**Current Bylaw Verbiage**

**Section 3:** The President shall appoint a Nominating Committee who shall select a list of candidates for election to vacancies on the Board of Directors. The Board of Directors shall be nominated as follows:

**Proposed Bylaw Verbiage**

**Section 3:** The President shall appoint a Nominating Committee made up of three Active, Associate, or Non-resident members including the President unless the President is up for reelection, at which time the Vice President would serve. If Vice President is also up for reelection, another appointed Director who is not up for reelection may serve. The Nominating Committee shall select a list of candidates for election to vacancies on the Board of Directors. The Board of Directors shall be nominated as follows:

**Amendment 5– Article 2 section 3 (B) - Change write-in percentage from 2 percent to 10 percent of the active membership.**

**Amendment 6 – Article 4 Section 2**

**Current Bylaw Verbiage**

The Board of Directors may create one or more regular standing committees, the chairman and members of which shall be named by the President as soon thereafter as convenient, for such purposes and terms as may be prescribed by the Board of Directors, not inconsistent with law or Certificate of Formation.

**Proposed Bylaw Verbiage**

The Board of Directors may create one or more regular standing committees, the chairman of which shall be named by the President and members of each committee be selected by chairman as soon thereafter as convenient, for such purposes and terms as may be prescribed by the Board of Directors, not inconsistent with law or Certificate of Formation. No committee member may serve on the same committee of any other Braunvieh Association.