

BYLAWS
Of the
Area VII FFA Association
Adopted May 19, 2010

These bylaws (referred to as the “Bylaws”) govern the affairs of the Area VII Association (referred to as the “association”), a recognized area administrative subdivision of the Texas FFA Association, organized under the provisions the Texas FFA Constitution, Bylaws and policies adopted by the Texas FFA Board of Directors.

ARTICLE I

Purposes

The purposes of this association shall be consistent with the provisions of the Texas FFA Association Constitution, Bylaws and policies adopted by the Texas FFA Association Board of Directors. The association shall cooperate with Texas FFA Association, Texas Education Agency and local district officials in accomplishing its purposes.

ARTICLE II

Membership

The association shall be comprised of active chapters in good standing chartered by the Texas FFA Association and district associations formed under the provisions of the Article IV, Section C of the Texas FFA Association Bylaws and pursuant to polices adopted by the Area VII Association. Members of the association shall be active members of good standing pursuant to Article V of the Texas FFA Constitution.

ARTICLE III

Emblem

Section A: The official emblem of the association shall be the same as that of the National FFA Organization. It shall include five symbols: the plow, representing the labor and tillage of the soil; the owl, representing wisdom; the rising sun, representing progress; a cross-section of an ear of corn, representing common agricultural interests; and an American eagle surmounting the cross-section of the ear of corn, representing the national scope of the organization. The emblem shall also include the letters, "FFA" and the words "Agricultural Education."

Section B: The emblem and other trademarks shall be applied by the association and its districts or other subunits in ways consistent with policies of the National FFA Organization and the Texas FFA Association.

ARTICLE IV

Meetings

Section A: The annual assembly of chapter delegates shall convene no less than once per year for the purpose of electing student officers and conducting such other business as may be properly considered. Except in cases of extreme emergency, the said convention shall be held prior to the state convention.

Section B: Special meetings may be called by the executive committee. 30 days notice shall be required to call any special meeting.

Section C: Each chapter in good standing is entitled to seat one voting delegate and shall be entitled to one additional voting delegate per 50 active members above the first 50 active members duly submitted on its annual roster by the delegate membership deadline established by the Texas FFA Association. All delegates must be active members in good standing.

Section D: A quorum shall exist when a majority of delegates are present and the said convened delegates represent a majority of the association's chapters in good standing.

Section E: Cumulative and proxy voting are prohibited. In election processes requiring two votes, a ballot must have two votes cast to constitute a legal ballot.

ARTICLE V Student Officers

Section A: The association's student activities shall be led by student officers in accordance to policies adopted by the association and its executive committee.

Section B: The elected student officers of the association shall be selected and nominated by each of the district associations. In compliance to policies and procedures of the association, each of these student officers will be given the opportunity to demonstrate FFA, agricultural education, parliamentary procedure and agricultural industry knowledge via a written or online exam, present their qualifications to an evaluation committee and appear before the delegates convened at the annual convention to deliver a campaign speech.

Section C: A president shall be elected from the student officers by a combination of exam score, interview score and delegate vote. Candidates shall advance to a run-off election via a method recommended by the elections committee and approved by the delegates.

Section D: The association's teachers and student delegates shall adopt policies and procedures addressing campaign practices and speeches, interview and testing procedures and other such matters related to the conduct of student officer elections.

Section E: The association's elections committee shall consist of the outgoing student officers, with the association's executive committee acting as an advisory committee. The chairman of the elections committee shall be an agriculture, food and natural resources teacher elected by the association's teachers. The elections committee and executive committee shall work in conjunction to resolve election-related matters not addressed by these bylaws or by the association's policies and procedures. Results of all elections will be announced as seen fit by the two committees. No results will be posted concerning the election, and any questions, concerns or appeals concerning the election shall be addressed to the association's executive committee.

Section F: The candidate earning the highest point total in the final round of voting shall be declared student officer president of the association, and the candidate receiving the second highest score total in the final runoff election shall be declared the first vice-president. The

remaining officers shall be called vice-presidents, and shall assume the stations of the various other offices for ceremonial purposes at the annual convention and other meetings throughout the year.

Section G: Candidates for student office must be a member in good standing, hold the chapter degree at the time of election by the district, have completed no less than four semesters of agriculture food and natural resources instruction as described by Texas FFA Association membership eligibility policies and have been an active member for the preceding 24 months.

Section H: If for any reason a student officer becomes vacant, the executive committee shall fill the office with a qualified officer from the district from which the vacancy occurs. If for any reason the office of president should become vacant, the student officer who received the next highest score in the election for president shall become president.

Section I: Student officers shall serve from one student convention through the next succeeding convention and shall not be re-elected, or be eligible for reelection to another student office.

Section J: Duties of student officers and discipline policies related to officers shall be established in policies and procedures adopted by the association teachers and delegates.

ARTICLE VI

Teacher Officers

Section A: The association's teacher activities, fiduciary oversight and other functions related to the agriculture, food and natural resources teaching profession shall be led by teacher officers.

Section B: The elected teacher officers of the association shall consist of a president, vice president, secretary and treasurer. The association may elect such other officers as it deems necessary and in doing so shall define their respective duties and terms of office. All officers serve without pay, volunteering their time and efforts for the benefit of the association.

Section C: No person is eligible to be an officer of the association unless that person is actively employed as an agriculture, food and natural resources instructor at a school within the association, is an advisor of a local chapter in good standing with the association and is a member in good standing with the state's professional association that represents agriculture, food and natural resources teachers.

Section D: Excepting the student officer advisor, teacher officers shall be elected by a majority vote of the association's teachers present at the regularly scheduled and posted meeting held in conjunction with the state professional improvement conference and shall serve until such time as the association sees fit to elect new officers. If at any time the office of president shall become vacant, the vice president shall fulfill the duties of the president until such time as the association convenes to elect a new president. If at any time, the executive committee determines that one of the other teacher officers of the association is unable or unwilling to fulfill the duties of the office to which they were elected, the executive committee shall declare a vacancy and shall have the authority to appoint an interim officer. The association's teachers shall hold an election to fill the said office at its next regularly scheduled meeting.

Section E: Duties of teacher officers shall be as follows:

- (a) The president shall preside as chairperson at all meetings of the association's teachers and executive committee, shall sign all official documents or authorize execution of said documents and shall perform such other duties as usually pertain to the office of president.
- (b) The vice president shall perform the duties of the president in the event of the disability, absence, death, resignation or other inability or failure of the president to perform such duties. The vice president shall also perform such other duties and further duties as may be imposed upon him or her or authorized by the association or its executive committee.
- (c) The Secretary shall make and keep or cause to be made and kept correct records or minutes of the proceeding of the association and the executive committee and shall perform such other duties as are normally performed by secretaries of corporations and such other and further duties as may be imposed upon him or her or authorized by the association or its executive committee.
- (d) The treasurer shall have responsibility for handling and accounting of all funds and property of the association. The treasurer shall provide direction and oversight to any and all who handle monies of the association, assuring that the financial policies of the association and the reporting requirements of the Internal Revenue Service and Texas FFA Association are followed completely and shall present a proposed annual budget to the association teachers at the regularly scheduled and posted meeting held in conjunction with the state professional improvement conference.

Section F: The student officer advisor shall be the advisor of the current student officer president. Should the student officer president have multiple advisors, the said school shall designate one advisor to serve in this capacity. The student officer advisor shall coordinate student officer activities including but not limited to conducting the student leadership conference and the student portion of the association's annual convention.

Section G: Each of the association's districts shall elect teacher officers pursuant to the bylaws of each respective district.

ARTICLE VII Coordinator

Section A: The association may choose to employ the services of a coordinator. The association's teachers shall elect a special committee to review the credentials of each qualified candidate and make a recommendation to the association's teachers at regularly scheduled or special called meeting.

Section B: The coordinator shall be an independent contractor, be a paid a stipend approved by the association and work under the auspices of the executive committee and in compliance with policies and procedures adopted by the association.

Section C: The coordinator shall:

- (a) Maintain association policies and procedures.

- (b) Provide for the communication of vital information between the association, district leaders and local chapters.
- (c) Provide for conduct of competitive event as directed by the association.
- (d) Provide for the conduct of the annual convention.
- (e) Provide for the certification of entries which qualify for state competition via elimination competitions, pursuant to the policies and procedures of the Texas FFA Association.
- (f) Coordinate and or facilitate the association's advanced award, degree and scholarship selection processes.
- (g) Serve as an ex-officio committee member on committees as needed.
- (h) Preside at grievance hearings as non-voting member of the grievance committee.
- (i) Maintain a working relationship with Texas FFA Association, Texas Education Agency, Vocational Agriculture Teachers Association of Texas and other relevant entities through attendance of meeting, conferences and other events.
- (j) Perform other duties as assigned.

Section D: The association teachers shall approve a detailed job description which may be periodically reviewed and revised as deemed necessary.

ARTICLE VIII

Executive Committee

Section A: The elected teacher officers, student officer advisor and district presidents shall constitute the association's executive committee which shall have the authority to deal with items of business of the association in accordance to policies and procedures adopted by the association and to address grievances and concerns submitted pursuant to the association's adopted grievance policies and procedures. The coordinator shall serve as an ex-officio member of the executive committee.

Section B: The executive committee shall meet upon the call of the president or the call of any two members of the executive committee. The call shall be reduced to writing, signed by the person or persons making the same and shall include an agenda of the items to be considered at said meeting. The business conducted at each meeting shall be limited to those items listed in the agenda except upon a majority vote of those directors present and voting. The secretary shall mail by regular first class mail or by e-mail a copy of the agenda to each director at his or her address as shown on the record of the association no later than one week prior to the date of the said meeting. The one-week notice may be waived by a unanimous vote of the executive committee to address time-sensitive matters.

Section C: A quorum of the executive committee shall exist when a majority of voting members is present. Executive committee members may not vote by proxy.

Section D: Telephone conferences of the executive committee may be called and considered meetings provided that all participating members may participate and be heard simultaneously.

Section E: Members of the executive committee shall not participate in the deliberations or voting regarding items of business in which they have a vested personal interest. Any executive committee member with a conflict of interest shall declare the conflict of interest prior to the

consideration of said item of business and shall recuse him or herself from all deliberations and voting. Should there be a doubt as to whether or not a conflict of interest exists; the matter shall be resolved by a vote of the executive committee, excluding the person concerning whose situation the doubt has arisen. Executive committee minutes shall reflect when a conflict of interest was disclosed.

ARTICLE IX Committees

Section A: The association may adopt a resolution establishing standing or special committees, delegating specified authority to a committee. The association shall elect chairpersons of standing or special committees, but may delegate to the president and/or coordinator its power to appoint, suspend or remove chairpersons or members should a conflict of interest or other circumstances warrant such action.

Section B: No committee shall have the authority to:

- (a) amend the association's bylaws or policies.
- (b) Elect, appoint or remove any member of any such committee
- (c) Authorize the sale, lease, exchange or mortgage the property or assets of the association.
- (d) Adopt a plan for the distribution of the assets of the association.
- (e) Take any action outside of the scope of authority delegated to it by the association or its executive committee.

Section C: The student officer president shall have the authority to appoint student committees to operate within the authority of the association's bylaws and policies.

Section D: Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. The term of a committee member may terminate earlier if the member ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as the original appointment or by other means authorized by these bylaws.

Section E: Half the membership of a committee shall constitute a quorum for the transaction of business at any meeting of a committee. The committee members present at a duly called meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum.

Section F: Telephone conferences of the executive committee may be called and considered meetings provided that all participating members may participate and be heard simultaneously.

Section G: Each committee may adopt rules for its own operation which are not inconsistent with the association bylaws or policies or with the policies of the Texas FFA Association.

ARTICLE X Transactions of the Association

Section A: The association may authorize any officer or agent of the association to enter into a contract or execute and deliver any instrument in the name of the association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section B: All funds of the association shall be deposited to the credit of the association in banks, credit unions, trust companies or other depositories that the association selects.

Section C: Any officer may accept on behalf of the association any contribution, gift, bequest or devise for the general purpose or for any specified purpose of the association. Gifts and recognition of said gifts shall be consistent with state and federal law concerning non-profit corporations.

Section D: The association shall not make a loan to any individual.

Section E: The fiscal year of the association shall begin on September 1 and end on August 31.

Section F: The association shall adopt policies and procedures consistent with federal and state non-profit organization laws and non-profit organization audit standards and conduct fiduciary responsibilities in compliance with these policies and procedures.

ARTICLE XI

Dues and Fees

Section A: Annual membership dues shall be fixed by a majority vote of the delegates assembled at the annual convention. Chapters shall be notified in writing of a proposed dues change no later than 30 days prior to the annual convention.

Section B: The association may levy additional fees to offset operational expenses of the association. Additional fees must approved by a majority vote of the delegates assembled at the annual convention. Chapters shall be notified in writing of a proposed fee or a change in a fee no later than 30 days prior to the annual convention.

ARTICLE XII

Districts

Section A: The association shall be subdivided into districts which exist for the effective management of curriculum related competitive events and award programs, delivery of leadership development programs, conduct of activities which recognize member achievements and provide social interaction opportunities.

Section B: At the regularly scheduled and posted meeting of the association teachers held in conjunction with the state professional improvement conference on years ending in three and eight, each existing district shall elect two representatives to a district re-alignment committee, chaired by an at-large chairperson elected by the association. The realignment committee shall examine current numbers of chapters, membership, competitive event participation data, geographical location of chapter and other data and create a district alignment which shall be distributed in writing to all chapters no later than January 1 of the following year (years which

end in four and nine). The realignment committee shall review all comments and issue a final report to the association's teachers no later than May 1. The association's teachers shall act on the district re-alignment report at the regularly scheduled and posted meeting at the professional improvement conference in years ending in four and nine, **with a two-thirds vote of the quorum necessary to adopt the report**. Upon approval by the Texas FFA Board of Directors, new districts shall take effect on January 1 on years ending in five and zero. **The association may initiate a district re-alignment outside of the timelines prescribed in this section by a two-thirds vote of the teachers present at a regularly scheduled or special called meeting. The association must provide written notice of its intent to consider a resolution to initiate re-districting outside of these timelines to all schools no later than 30 days prior to the meeting at which said proposal shall be considered.**

Section C: Chapters who deem that their best interests will be served by being a member chapter of an adjoining district may petition for re-assignment. Such petitions may be submitted only on re-alignment years (years ending in four and nine) and must be submitted to the association president no later than September 1. The association president will submit such petitions to the potential sending and receiving districts. Upon a unanimous approval from both sending and receiving districts, and a majority vote of the Texas FFA Board of Directors, the request for re-assignment shall be granted.

Section D: The student offices of the district association shall be: president, vice-president, secretary, treasurer, reporter, and sentinel. Other student officers may be elected as deemed necessary by the district. The advisor of the district student president shall be the district advisor. If an officer moves out of his or her respective district, the office will be vacated and replacement will be elected according to the provisions of the district bylaws. All district officers shall hold the chapter degree at the time of their election.

ARTICLE XIII National Delegates

The association shall select delegates to the National FFA Convention pursuant to allocation of such delegate positions determined by the Texas FFA Association and shall adopt policies consistent with relevant policies of the Texas FFA Association related to the selection of said delegates.

ARTICLE XIV National Officer Candidates

Section A: To represent the association as a national officer candidate, a member must:

- (a) Meet all qualifications of eligibility to serve as a national officer according to the National FFA Constitution.
- (b) Receive a nomination of his or her respective district to represent that district in the national officer selection process.

Section B: Pursuant to the Texas FFA Association Constitution and Texas FFA Association policies, any qualified candidate who receives the nomination of his or her respective district and a majority vote approval of the delegates at the association's annual convention may represent

the association in the state national officer candidate selection process. Districts may nominate multiple qualified candidates. The association may approve multiple candidates.

Article XV
Grievance and Appeals

The association shall adopt grievance policies and procedures consistent with the policies of the Texas FFA Association. Appeals related to competitive events and awards programs shall be resolved in accordance to the Texas FFA Association Conflict Resolution Policy in the respective competitive event or program policies.

Article XVI
Amendments

Proposed amendments to the association's bylaws must be submitted in writing to the association's president no later than 60 days prior to the meeting at which the amendment is to be considered. The said amendment shall be submitted in writing to the local chapters of the association no later than 30 days prior to the meeting at which the amendment is to be considered. Amendments to the bylaws may be adopted by a two-thirds vote of the votes cast by the official delegates. Amendments must not be in conflict with provisions of the state and national constitution or bylaws, state or national FFA policy or other provisions of these bylaws.

Article XVII
Parliamentary Procedure

The "Parliamentary Guide for FFA" by Jarrell D. Gray shall be used a guide for all association meetings. The latest edition of "Roberts Rules of Order" shall be the final authority in governing the actions in all association meetings.

Article XVIII
Miscellaneous

Section A: The Bylaws shall be construed in accordance with the laws of the State of Texas and pursuant to the governing documents and board-adopted policies of the Texas FFA Association. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section B: Legal Construction. If any bylaw provision is held to be invalid, illegal, unenforceable or in conflict with state and/or national constitution, bylaws or policies in any respect, the invalidity, illegality, unenforceability or unconstitutionality shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, unenforceable or unconstitutional provision had not been included in the Bylaws.