

**TEAM PUREBRED, Inc.**  
**And**  
**Junior Purebred Swine Association**  
**By-Laws**

**Article I**  
**Office, Records, and Purpose**

1. Office. The principal office and location of TEAM PUREBRED, Inc., and the Junior Purebred Swine Association shall be in Peoria, IL.
2. Records. The Corporation and Association shall keep correct and complete books and records of accounts, and shall also keep the minutes of its Board of Directors and committees having any authority delegated by the Board of Directors. All books and records of the Corporation and Association may be inspected by any Director, or his agent or attorney, for proper purpose at any reasonable time.
3. Purpose. This organization (heretofore and hereinafter referred to as “TEAM PUREBRED”) exists solely as an educational youth activity and is an incorporated not-for-profit joint program activity of the American Berkshire Association and Certified Pedigreed Swine, and every provision of these Bylaws shall be construed consistent with this declaration. The purpose of TEAM PUREBRED is educational, scientific, and charitable, including the improvement and development of the capabilities of youth, both individually and through group participation, in breeding and raising Berkshire, Chester White, Poland China, and Spotted swine, and developing leadership abilities by providing educational and career opportunities through competition and fellowship along with participation of youth interested in promoting said swine breeds.
4. The Coordinator of Junior Activities of the Junior Purebred Swine Association shall serve as a communication link between TEAM PUREBRED and the American Berkshire Association and Certified Pedigreed Swine Board of Directors and Staff.
5. An eleven member Adult Board of Directors will exist to hire and oversee the actions of the Junior Coordinator. They will approve by a majority vote, the annual schedule of events set up by the Junior Coordinator for TEAM PUREBRED.
6. A nine member advisory Junior Board of Directors shall carry out the scheduled junior activities of TEAM PUREBRED. They will assist the Junior Coordinator in planning the annual schedule of events for TEAM PUREBRED. The Junior Board of Directors is also responsible for helping implement the list of activities of the Association.
7. No Adult or Junior Director of this Corporation or Association can legally bind, or act in the name of, the American Berkshire Association or Certified Pedigreed Swine.

**Article II**  
**Membership**

The corporation has no official members or classes of official members at this time. The Corporation has unofficial junior members as set forth in Article IV, hereafter.

### **Article III**

#### **Adult Board of Directors**

1. General. The Adult Board of Directors shall consist of eleven (11) members. One representative appointed by each of the four breed associations will serve with seven (7) at-large members.
2. Each breed representative is a member of their respective breed and may serve as long as their breed association requests. If a breed representative cannot attend a voting meeting a replacement for the breed association may attend Directors' meetings with the same voting rights.
3. The seven at-large Directors shall be appointed by the remainder of the board and may serve up to two three year terms. If the at-large Directors are appointed by the board to fill a vacancy such Directors shall fill the remainder of the three year term and may also fill two full three year terms.
4. Officers of the Adult Board of Directors will be elected from Members of the Board at the annual meeting held during the national summer show. The officers elected will be President, Vice-President, and Secretary.
5. Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the President of the Adult Board.
6. Vacancies. Vacancies in the membership of the Board of Directors resulting from any cause shall be filled by a majority vote of the remaining members of the board of directors at their next meeting or at a special meeting called for that purpose.
7. Duties and Responsibilities. The primary purpose of the Adult Board of Directors is to hire the Junior Coordinator, approve the TEAM PUREBRED annual schedule, and set policy. The Adult Board, while considering recommendations from the Junior Board, shall pick and approve Judges for the World Pork Expo and summer national shows. The Adult Board shall also approve all capital expenditures in excess of \$500.00.

### **Article IV**

#### **Junior Membership**

1. Status of Members. The junior members of Team Purebred shall be known as the Junior Purebred Swine Association, a non-voting subsidiary of Team Purebred, Inc. As a condition of membership in the Association, each member shall agree to conform to and abide by the by-laws, rules and regulations of TEAM PUREBRED, and amendments or modifications thereto, which may from time to time be adopted or amended.
2. Qualification of Members. Applicants for junior membership must be 21 years of age or under as of January 1 of the current year and be residents of the United States, including its territories and possessions.
3. Members will receive free lifetime membership, once registered, for the duration of their eligible junior membership.

**Article V**  
**Meetings of the Junior Members**

1. Place of Annual Meeting. The annual meeting of the junior members shall be held in conjunction with the summer show of the Junior Purebred Swine Association.
2. Time of Annual Meeting. The annual meeting of the members shall be held at a time designated by the Junior Board and Junior Coordinator.
3. Special Meeting. Special meetings of the members may be held at any time and for any purpose at such place designated from time to time by resolution of the Junior Board of Directors. Special meetings may be called by a majority vote of the Junior Board of Directors.
4. Voting. All Active members, age 13 and over as of January 1 of the current year, present at any membership meeting are eligible to cast one vote on all propositions submitted at the junior meeting. A majority of those qualified junior members attending shall decide all questions according to Robert's Rules of Order.
5. Parliamentary Procedure. All junior membership meetings shall be conducted according to Robert's Rules of Order.

**Article VI**  
**Junior Board of Directors**

1. General. The Junior Board of Directors shall serve under the direction and at the will of the Junior Coordinator and its role shall be strictly advisory in nature to the Adult Board of TEAM PUREBRED. Each Junior Board director shall represent not a particular breed, state or region, but ALL Junior Purebred Swine Association members.
2. Numbers, Terms, Qualifications, and Election of Junior Directors. The Junior Board of Directors shall be nine (9) in number and shall be elected at the annual meeting of the members. Junior Directors shall serve for a two (2) year term. To be eligible for election, board candidates must be between 17 and 20 years of age as of January 1 of the current year. The initial Junior Board of Directors and the length of each Director's terms shall be appointed and determined by the Adult Board of Directors of TEAM PUREBRED.
3. Resignation. Any member of the Board of Directors may resign at any time by giving written notice thereof to the Junior Coordinator. The Junior Coordinator may recommend a replacement to serve the duration of the vacated term and approved by a majority vote of the remaining members of the Junior Board of Directors. The replacement Junior Board member must meet the qualifications outlined above.
4. Vacancies. Vacancies in the membership of the Junior Board of Directors resulting from any cause may be filled as outlined above. A member appointed to fill a vacancy created by any reason, shall serve for the unexpired term of his predecessor in office and until his successor has been elected and qualified. The Board Member elected to fill the vacancy shall be eligible to run for election to serve an additional two year term as set previously set forth in this Article.
5. Reorganization meeting. The newly elected members of the Junior Board of Directors, together with the remaining board members shall meet at the summer retreat to elect officers
6. Regular Meetings – Notice. Regular meetings of the Junior Board of Directors shall be held without notice at such time and place as shall from time to time be fixed by resolution of the Junior Board of Directors.

7. Quorum. At all meetings of the Junior Board of Directors, a majority or more of directors shall constitute a quorum for the purpose of planning association activities, electing new Directors and Officers, and making recommendations to the Adult Board of TEAM PUREBRED.
8. Conduct of Directors. All board members should conduct themselves in a businesslike manner at all TEAM PUREBRED and Junior Purebred Swine Association functions. The Junior Coordinator has the power and duty to issue warnings to the Junior Board Members when needed. Warnings may be issued 1) when a board member is not willing to perform an assigned task without good reason; or 2) for general lack of cooperation by a board member; or 3) for behavior at a TEAM PUREBRED sponsored event that negatively impacts the reputation of the Corporation or Association. Removal requires discussion, Junior Coordinator approval, and a two-thirds majority vote of remaining Junior Directors at a regular meeting, or a special meeting called for that purpose.

## **Article VII**

### **Officers of the Junior Board of Directors**

1. General. The officers of the Junior Purebred Swine Association shall consist of President, Vice-President and Secretary. All officers shall be members of the Junior Board of Directors. The officers shall be elected each year by a majority vote of a quorum of the nine member Junior Board of Directors of the current year. The term of all officers shall be one year.
2. Election of Officers. Directors serving in the second year of their two-year term will be eligible to be nominated as officers at the Organizational meeting of the Junior Board of Directors. Following the close of nominations, the nominees will be asked to leave the room and return individually with a brief summary of their plans and objectives for the Junior Association and the aspired office. Followed by discussion from the floor on behalf of that director, votes will be cast by secret ballot. This election procedure will be followed for each office. The order of elections will be President, Vice-President and Secretary. The Junior Coordinator will determine a process to break a tie vote for the office of president, if necessary.
3. Removal. Any officer so elected may be removed by a two-thirds majority vote of the Junior Directors present at any regular meeting or special meeting called for that purpose, at which a quorum is present.
4. Vacancies. Vacancies caused by the death, resignation in capacity, removal, or disqualification of an officer of the Association shall be recommended by the Junior Coordinator and approved by a majority vote of the remaining Junior Board of Directors at any regular or special meeting called for that purpose and such person so elected to fill any such vacancy shall serve at the pleasure of the Junior Board for the remainder of the vacated term.
5. President. The President holds the following responsibilities: organize and lead meetings; appoint committee members; hold monthly conversations with the Junior Coordinator.
6. Vice-President. The Vice-President holds the following responsibilities: assist in meeting planning and operations; serve in the absence of the President.
7. Secretary. The Secretary holds the following responsibilities: act as the recording officer of the organization; keep attendance at each meeting; take written minutes of each meeting; and correct said minutes if necessary.

## **Article VIII**

### **Junior Coordinator**

1. The Junior Coordinator shall develop and carry out all programs. The Coordinator shall serve with the assistance of the Junior Board and under the authority granted by the Adult Board of Directors. In addition, the Junior Coordinator shall serve as a communication link between TEAM PUREBRED and the American Berkshire Association and Certified Pedigreed Swine Board of Directors and Staff.
2. The Junior Coordinator will be hired by a majority vote of all eligible voting members of the Adult Board of Directors.
3. The Junior Coordinator is responsible for developing all fundraising activities and establishing any necessary contacts to ensure the long term viability of the organization.
4. The Junior Coordinator will organize two retreats for the Junior Board, the first in late winter to help organize the national summer show and the second within 30 days of the national summer show to elect new officers for the Junior Board of Directors.
5. The Junior Coordinator shall not be a voting member of either the Adult or Junior Board of directors and shall possess only the rights and powers listed within these by-laws.
6. The Junior Coordinator shall have the authority to sign checks on behalf of the corporation. The authority of the Junior Coordinator to borrow money on behalf of the corporation may only be exercised by express approval of the Adult Board of Directors of TEAM PUREBRED.

## **Article IX**

### **Miscellaneous**

1. Amendments. The by-laws of the corporation may from time to time be altered or amended in any respect or repealed in whole or in part, by voting members of the Adult Board of Directors.
2. The Junior Board of Directors and the Adult Board of Directors will meet jointly at the winter retreat to decide and discuss matters relating to the national summer show.
3. Dissolution. Upon the dissolution of the corporation by operation of law or otherwise, and after payment of all its debts and liabilities, all assets remaining in the corporation's name shall be distributed exclusively to charitable or educational organizations as shall at the time qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code) and whose purpose is similar to the purpose of TEAM PUREBRED, INC. as defined in Article I of these By-Laws, as the Board of Directors shall determine. Any such assets not so disposed, shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
4. Fiscal Year. The fiscal year of the not-for-profit corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

These By-Laws have been adopted and approved by the duly elected members of the Adult Board of Directors of TEAM PUREBRED, Inc.

Dated this \_\_\_\_\_ day of November, 2010.

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Jeff Robb

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Jay Winter

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Dan Naughton

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Dan Mills

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Beth Innerst

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Johnnie Bellettini

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Raymond Rice

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Jeff Wingo

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Rusty Black

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Aaron Schafer

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Being all the Adult Directors of  
TEAM PUREBRED, Inc.

Chris Brazel