

**BYLAWS OF**  
**PLUMAS-SIERRA JUNIOR LIVESTOCK AUCTION**

a California Non-Profit Public Benefit Corporation

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**ARTICLE I – OFFICES**

SECTION 1.1 NAME AND PRINCIPAL OFFICE. The name of this corporation is PLUMAS-SIERRA JUNIOR LIVESTOCK AUCTION. The principal office of the corporation for the transaction of its business is and shall be located in Plumas-Sierra Counties, CA.

SECTION 1.2 CHANGE OF ADDRESS. The Counties of the corporation's principal office cannot be changed. The Board of Directors may by resolution change the address of the principal office within Plumas-Sierra Counties. Any such change of location shall be noted by the Secretary in these Bylaws in the space below, but any change of address shall not be deemed an amendment of these Bylaws:

New address:        P.O. Box 1060, Loyalton, CA 96118

SECTION 1.3 OTHER OFFICES. The corporation may also have offices at such other places, within the State of California, where it is qualified to conduct its activities, as its activities may require and as Board of Directors may, from time to time, designate.

**ARTICLE II – PURPOSES**

SECTION 2.1 PURPOSES AND OBJECTIVES. The primary objectives and purposes of this non-profit public benefit corporation shall be:

- a. To support and promote the county-wide educational activities of the Future Farmers of America organizations, Grange Youth organizations, and 4-H Clubs by promoting and administering livestock auctions of animals raised by club/chapter members; In order to sell an animal in the Plumas-Sierra County Junior Livestock Auction, a youth exhibitor must be a resident of Plumas or Sierra County or have been enrolled in a school in Plumas or Sierra County the calendar year of the auction. Youth exhibitors, and their siblings, who sold in the 2022 Plumas-Sierra County Fair Junior Livestock Auction may continue to sell at future auctions in which they are otherwise eligible. Youth exhibitors must be enrolled in consecutive years and a member in good standing of a Plumas or Sierra County 4-H club, a Plumas or Sierra FFA chapter or an independent exhibitor who has met all requirements outlined in the PSJLA Policy & Procedures Appendix A
  
- b. To raise, obtain, invest and disburse funds for the livestock auction activities held for the benefit of members of Future Farmers of America, Grange Youth, and 4-H members in Plumas-Sierra Counties;

- c. To receive funds and donations in order to carry on the purposes of the corporation;
- d. To promote the common good and general welfare of persons in the area by providing such services and funds to support said youth activities.
- e. To have and exercise all rights and powers now or hereafter conferred on non-profit corporations under the laws of the State of California.

**SECTION 2.2 LIMITATIONS.** This corporation is a non-profit public benefit corporation, and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for public and charitable purposes with the meaning of Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or the corresponding Provision of any future United States internal revenue law, or (c) by a corporation which has established it tax exempt status under Section 23701d of the California Revenue and Taxation Code or the corresponding provision of any future California revenue and tax law.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

The property, assets, profits and net income of the corporation are dedicated irrevocably to the purposes set forth above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

### **ARTICLE III – MEMBERS**

**SECTION 3.1 DETERMINATION OF MEMBERS.** This corporation shall have no members; however, pursuant to Section 5301 (b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation require approval by the members, shall only require the approval of the Board of Directors of the corporation.

### **ARTILCLE IV – DIRECTORS**

**SECTION 4.1. NUMBER OF DIRECTORS.** The corporation shall have the following Directors: there shall be one adult and one youth from each Future Farmers of America (“FFA”) Chapter in Plumas-Sierra

Counties; there shall be one adult and one youth from each Grange Youth Organization in Plumas-Sierra Counties; there shall be one adult and one youth from each 4-H ("4-H") Club in Plumas-Sierra Counties. The number of Directors may be changed by amendment of these bylaws, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws, and shall be changed if any new FFA, Grange Youth or 4-H clubs are created, or if any existing such clubs cease to exist.

SECTION 4.2 POWERS OF DIRECTORS. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations contained in the Articles of Incorporation and Bylaws of the corporation relating to actions required or permitted to be taken or approved by this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of the corporation.

Without prejudice to the foregoing general powers, but subject to the same limitations, the Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, all officers, agents and any employees of the corporation; prescribe powers and duties for such persons that are consistent with law, with the Articles of Incorporation and with these Bylaws, and fix compensation and require from such persons security for faithful performance of their duties.
- b. Change the principal office or the principal business office in the Counties of Plumas-Sierra, State of California, from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country, and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
- c. Adopt and use a corporate seal and alter the form thereof.
- d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

SECTION 4.3. DUTIES OF DIRECTORS. It shall be the duty of the voting Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws, of the corporation.
- b. Monitor and evaluate the program(s) of the corporation at least annually and review financial statements of the corporation at least quarterly.
- c. Review, approve and adopt budgets for the corporation.

- d. Approve the signing of all contracts and formal agreements by the Executive Director, or the Secretary.
- e. Meet at such times and places as are required by these Bylaws.
- f. Provide the Secretary of the corporation with current addresses, telephone numbers, telefax numbers, email addresses, and notices of meetings mailed to such addresses, or oral notices given by telephone, or notices telefaxed or emailed to numbers provided, shall be valid notices of meetings of the Board of Directors.

SECTION 4.4. TERMS OF OFFICE. Each voting Director shall hold office as specified in these Bylaws, and until his or her successor is elected and qualifies. Terms of office shall be as determined at the first meeting of the Corporation as follows: All Board positions shall be for terms as determined from time to time by the Board of Directors, except that a director's term shall be for not less than one year.

SECTION 4.5 COMPENSATION. Directors shall serve without compensation except, with prior authorization of the Board, they may be allowed and paid actual and necessary travel expenses incurred in attending meetings of the Board of Directors. In addition, they may be allowed reimbursement for telephone and out-of-pocket expenses incurred in the performance of their duties as Directors. No voting director shall be compensated for services to the corporation as a Director. Compensation may be paid to a person serving as a Director for services, other than those provided as a Director, but the Directors receiving such compensation shall not at any time exceed 49% of the total number of Directors.

SECTION 4.6. RESTRICTION REGARDING INTERESTED DIRECTORS. Not more than forty-nine (49%) of the persons serving on the Board of Directors may be interested persons. An "interested person" is (a) any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid pursuant to Section 5 of this Article; and (b) any brother, sister, ancestor, descendant, spouse, or relative in-law of such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or Director.

SECTION 4.7. PLACE OF MEETINGS. Meetings shall be held at the Plumas-Sierra Counties Fairgrounds unless otherwise provided by the Board, or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, or one or more of the Directors may thereby participate in a meeting, so long as all Directors participating in such meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 4.8. REGULAR AND ANNUAL MEETINGS. Regular meetings of the Board of Directors shall be held at least four times per year, upon written notice specifying time, date and location given at least ten (10) days in advance of the meeting. If a regular meeting date and time is established by resolution

of the Board, notice shall not be required in advance of such meeting. The annual meeting of the Board of Directors shall be held in September of each year. Election of officers will take place at the September meeting.

SECTION 4.9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Executive Director or the Secretary or by any three Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 4.10. NOTICE OF MEETINGS. Regular meetings of the Board of Directors, if previously established by Resolution of the Board, may be held without notice; absent such resolution, notice of regular monthly meetings shall be given at least ten (10) days in advance of the meeting by mailing notice to the members of the Board.

Special meetings of the Board may be held upon four (10) days' notice if notice is given by mail, or upon forty-eight (48) hours notice if given by telephone, telefax or email. In cases of emergency, meetings may be held upon thirty (30) minutes' notice with the consent of the majority of the Board.

Notice of the time and place of resuming an adjourned meeting need not be given to Directors absent from the meeting adjourned.

SECTION 4.11. CONTENTS OF NOTICE. Notices of meetings of the Board of Directors shall specify the place, day, and hour of the meeting, but need not specify the purpose of the meeting.

SECTION 4.12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been *duly held after proper call and notice, provided a quorum, as hereinafter defined, is present at the meeting, and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof.* All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 4.13. QUORUM FOR MEETINGS. A quorum shall consist of at least one half of the total number of Directors. Except as otherwise provided herein, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Executive Director or chairman of the meeting shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn the meeting from time to time until a quorum shall be present.

When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting which is adjourned, except as provided in Section 4.10 of this Article.

The Directors present at a meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum due to a withdrawal of a Director from the meeting, provided that any action thereafter taken is approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation, or the Bylaws of this corporation

SECTION 4.14. MAJORITY OF ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the Directors or their appointed designee present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles or Bylaws of this corporation, or the provisions of the California Nonprofit Public Benefit Corporation Law, require a great percentage or different voting rules for approval of a matter by the Board.

SECTION 4.15. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the Executive Director, or in his or her absence, the Secretary of the Board, or in his or her absence, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as Secretary at all meetings of the Board, provided that in his or her absence the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be conducted pursuant to Roberts Rules of Order insofar as they are not inconsistent with these Bylaws, the Articles of Incorporation, or with provisions of law.

SECTION 4.16. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent shall be filed with the minutes of the corporation. Action taken by written consent shall have the same force and effect as unanimous vote of the Directors. Any required certificate or document which relates to action so taken shall state that such action was taken by unanimous written consent of the Board of Directors without a meeting, and if necessary shall state that the Bylaws of this corporation authorize the Directors to so act; such statement shall be prima facie evidence of such authority.

In addition to the authority vested in the Executive Committee in Section 6.1 herein, the Executive Director may obtain authority for action from the Board of Directors by telephone contact when prompt action prior to a regularly scheduled meeting is required; approval by a majority of the Board members by telephone vote approving such action must be obtained before taking the action. Approval of such action shall thereafter be evidenced in a writing signed by all the members of the Board of Directors and filed with the minutes of the corporation; alternatively, such action may be ratified by the Board at its next meeting.

SECTION 4.17. VACANCIES. Vacancies on the Board of Directors shall exist (a) upon the death, resignation or removal of any Director, (b) whenever the number of authorized Directors is increased, and (c) upon the expiration of the term by any Director.

In addition, the Board of Directors may declare vacant the office of any Director who has been convicted of a felony, who is of unsound mind, or who has breached any duty under Sections 5230, and following sections, of the California Nonprofit Public Benefit Corporation Law.

In addition, Directors may be removed, without cause, by a majority vote of the Directors then in office; failure to attend three consecutive meetings of the Board of Directors shall be considered cause for removal as a Director.

Any Director may resign at any time, and such resignation is effective upon giving written notice to the Executive Director or Secretary of the Board, unless a later time is specified in such notice. Except upon notice to the Attorney General of the State of California, no Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Vacancies on the Board of Directors may be filled by the vote of a majority of Directors then in office, whether or not less than a quorum.

A person elected to fill a vacancy as provided in this Section shall hold office for the balance of the term of the Director who he or she replaces, or until his or her death, resignation or removal from office, whichever shall first occur.

SECTION 4.18. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 4.19. INDEMNIFICATION BY CORPORATION. To the extent that a person who is or was a Director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was, an agent of the corporation; or has been successful in defense of any claim, issue, or matter therein embodied; such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. Indemnification against expenses, judgments, fines settlements, and other costs reasonably incurred in connection with such matter shall be provided by the corporation, but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine in accordance with Sections 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense may apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless ultimately determined that such person is entitled to be indemnified by the corporation therefor.

**SECTION 4.20. INSURANCE FOR CORPORATE AGENTS.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation, including a Director, officer, employee, or other agent, against any liability other than a violation of provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE V – OFFICERS**

**SECTION 5.1. NUMBER OF OFFICERS.** The officers of this corporation shall initially be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may appoint such other officers or agents as it may deem desirable, who shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors; such other officers or agents need not be members of the Board of Directors.

**SECTION 5.2. QUALIFICATION, ELECTION AND TERM OF OFFICE.** Any Director may serve as an officer of the corporation. Officers shall be elected for a one-year term by the Board of Directors at its annual meeting, unless these Bylaws provide for election at a different time. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or whichever shall first occur.

**SECTION 5.3. REMOVAL AND RESIGNATION.** Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Executive Director or Secretary of the corporation. Any such resignation shall be effective upon receipt of such notice or at a later date specified therein, and acceptance shall not be necessary to make it effective.

**SECTION 5.4. VACANCIES.** Any vacancy caused by death, resignation, removal, disqualification, or otherwise, shall be filled by appointment made by majority vote of the Board of Directors, and temporary appointments may be made by the Executive Director until vacancies are filled by such action of the Board.

**SECTION 5.5. DUTIES OF THE PRESIDENT.** The President shall preside at all meetings of the Board of Directors, and except as otherwise provided by law, by the Articles, or by these Bylaws, he or she shall, in the name of the corporation, execute all instruments which may from time to time be prescribed by the Board of Directors of the corporation.



SECTION 5.6. DUTIES OF THE VICE-PRESIDENT. The Vice-President shall preside at all meetings of the Board of Directors when the President is not present or is unable to preside.

SECTION 5.7. DUTIES OF THE SECRETARY. The Secretary shall certify and keep at the principal office of the corporation the Bylaws, as amended to current date; keep at the principal office of the corporation the *Minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors*, recording therein the time and place of the meeting, whether regular or special, the notices of the meeting and how given, the names of persons present at the meeting, and the proceedings taken at the meeting; see that all notices are duly given in accordance with the Bylaws or as required by law; be custodian of the records and seal of the corporation and see that the seal is affixed to all duly executed corporate documents, the execution of which is on behalf of the corporation and authorized by law or these Bylaws; keep at the principal office of the corporation records of the names, addresses, telephone numbers, telefax numbers and email addresses of each member of the Board of Directors, and in the case of a terminated board member, the date on which such membership ceased; make corporate records available for review at all reasonable times by any Director, his or her agent or attorney; perform all duties incident to the office of Secretary, and such other duties as may be required by law, by the Articles or Bylaws of the corporation, or which may be assigned from time to time by the Board of Directors.

SECTION 5.8. DUTIES OF TREASURER. The Treasurer shall receive and give receipt for moneys payable to the corporation from any source; deposit all funds in the name of the corporation in banks, trust companies, or other depositories as shall be determined by the Board of Directors; monitor the financial accounts of the corporation; prepare and certify financial statements to be included in any required reports; perform all duties incident to the office of Treasurer, and such other duties as may be required by law, by the Articles or by the Bylaws of the corporation, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE VI – COMMITTEES**

SECTION 6.1. COMMITTEES. The corporation may have such other committees as are from time to time created by resolution adopted by a majority of the Directors then in office. Appointments to committees of the Board shall be by majority vote of the Directors. Such other committees may consist of persons who are not also members of the Board. Such additional committees shall act in an advisory capacity to the Board.

SECTION 6.2. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws regarding meetings of the Board of Directors, except that the time for regular or special meetings of committees may be fixed by resolution of the Board of Directions, or if there is no Board resolution, by resolution of the committee of the Board. The Board may adopt standing rules and regulations concerning the conduct of committee meetings to the extent that such rules are not inconsistent with the provisions of the Bylaws, Minutes of each committee meeting shall be filed with the corporate records.

## ARTICLE VII – EXECUTION OF INSTRUMENTS, DEPOSITS, GIFTS

SECTION 7.1. EXECUTION OF INSTRUMENTS. The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or to pledge the credit of or render the corporation liable for any purpose or in any amount except by prior approval of the Board of Directors.

SECTION 7.2. CHECKS AND NOTES. Except as otherwise specifically provided by resolution adopted by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President and Treasurer of the corporation, or one designated officer and any other Board member(s) designated by the Board of Directors.

SECTION 7.3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall direct.

SECTION 7.4 GIFTS. The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests, or devises for the charitable or public purposes of this corporation.

## ARTICLE VIII – CORPORATE RECORDS AND SEAL

SECTION 8.1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office in the State of California minutes of all meetings of the Board of Directors together with any notices or waivers of notice thereof; adequate and correct books and records of account; a record of its Board members; a copy of the corporation's Articles of Incorporation and Bylaws as amended to current date; all of which shall be open to inspection by the Board of Directors of the reasonable times during regular office hours.

SECTION 8.2. CORPORATE SEAL. The Board of Directors may adopt and use a corporate seal, which shall be kept at the principal office of the corporation; failure to affix such seal to corporate instruments shall not affect the validity of any such instrument.

SECTION 8.3. DIRECTORS' INSPECTION RIGHTS. Every Director shall have the absolute right at any reasonable time to inspect and review all books, records and documents of the corporation, and to inspect any physical properties of the corporation. In the case of client confidential files, review may be done only with the approval of a governmental funding source, if any. Personnel files may be inspected only with prior Board approval.

SECTION 8.4. ANNUAL FINANCIAL REPORT. The Board shall cause an annual financial report to be prepared and furnished to each Board member not less than 120 days following the close of each fiscal year, which shall contain in appropriate detail a) a list of the assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds, during the fiscal year; the revenue or receipts of the corporation, both unrestricted and

restricted to particular purposes, if appropriate for the fiscal year; the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year. If desired or required by the Board of Directors, the annual financial report shall be accompanied by the report of an independent accountant/auditor.

#### **ARTICLE IX – ACCOUNTING YEAR**

SECTION 9.1. ACCOUNTING YEAR. The accounting year of the corporation shall end on March 31 of each calendar year.

#### **ARTICLE X – AMENDMENT OF BYLAWS**

SECTION 10.1. AMENDMENT OF BYLAWS. Subject to any provisions of law applicable to the amendment of Bylaws of a non-profit public benefit corporation, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, by approval of two-thirds vote of the then action Board members of the corporation.

#### **ARTICLE XI – AMENDMENT OF ARTICLES OF INCORPORATION**

SECTION 11.1. AMENDMENT OF ARTICLES. The corporation shall amend its Articles of Incorporation as necessary to meet the requirements of the California Nonprofit Corporation Law, or the requirements of the Internal Revenue Service or California Franchise Tax Board if necessary to obtain, preserve, or maintain the tax-free status of the corporation for income tax purposes, or for any other appropriate purpose, by approval of a two-thirds vote of the then acting Board members of the corporation.

#### **ARTICLE XII – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 12.1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS. No Director, officer, employee, or other person connected in any way with the corporation, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation, and not otherwise, reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and

agreed that on dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation, and not otherwise.

These revised bylaws were revised and adopted by the Plumas-Sierra Junior Livestock Auction on March 7, 2023.

 3/7/23

Megan Neer, President



Tanya Morgan, Secretary

Amendment - Presented October 19, 2022

Adopted and ratified – March 7, 2023

**Section 13-Non-Payment** – ~~Non-payment of animal lot(s) – If there is a non-payment of an animal lot~~ the individual or business will not be allowed to register for the sale or purchase an animal at the following year sale. All buyers must of paid for their lots. (July 18, 2019)

**Section 2.1 Purposes and Objectives-** In order to sell an animal in the Plumas-Sierra County Junior Livestock Auction, a youth exhibitor must be a resident of Plumas or Sierra County or have been enrolled in a school in Plumas or Sierra County the calendar year of the auction. Youth exhibitors, and their siblings, who sold in the 2022 Plumas-Sierra County Fair Junior Livestock Auction may continue to sell at future auctions in which they are otherwise eligible. Youth exhibitors must be enrolled in consecutive years and a member in good standing of a Plumas or Sierra County 4-H club, a Plumas or Sierra FFA chapter or an independent exhibitor who has met all requirements outlined in the PSJLA Policy & Procedures Appendix A( March 7, 2023)

These revised bylaws were revised and adopted by the Plumas-Sierra Junior Livestock Auction on March 7, 2023.



Megan Neer, President



Tanya Morgan, Secretary