

CONSTITUTION AND BY -LAWS OF THE MICHIGAN SHEEP PRODUCER’S ASSOCIATION

ARTICLE I--NAME

The name of this organization is the Michigan Sheep Producer’s Association.

ARTICLE II--NATURE OF THE ASSOCIATION

This Association is a voluntary non-profit Association of breeder’s and persons engaged in the development and expansion of the Michigan Sheep Industry.

ARTICLE III--PURPOSE

The purpose of this organization is the promotion and development of the Michigan Sheep Industry.

ARTICLE IV--MEMBERSHIP

Any person, firm, corporation or institution subscribing to the purpose of this organization and engaged in any of the activities designated in Article III may become member by complying with and conforming to the constitution and by-laws of the Association and paying to the Treasure the annual membership dues. All memberships shall run from January 1 to December 31, inclusive, and membership shall automatically expire at the end of the year unless renewed by payment of the dues herein prescribed.

ARTICLE V--OFFICERS AND BOARDS

Section 1: The Board of Directors will consist of fifteen (15) members who will be elected by a majority vote at the Annual meeting for a three (3) year term and limited to two (2) consecutive terms.

Section 2: The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. The President and Vice President shall be elected by the Board of Directors at the first meeting following the annual meeting, hereby called the ‘organizational meeting’, for a term of one (1) year. The President’s term will be limited to four (4) consecutive one (1) year terms. The Secretary and Treasurer may be appointed by the Board of Directors. They may or may not be elected Board members.

Section 3: The Association shall hire an Executive Director to be responsible for conducting the day-to-day actives.

Section 4: The Executive Committee of the Association shall consist of the President, Vice President, Executive Director and Treasurer.

ARTICLE VI--DUTIES OF OFFICERS

Section1: The President shall be chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. He/She shall be an ex-officio member of all committees and shall perform such other duties as usually pertain to this office.

Section 2: The Vice President shall exercise the duties of the President in the absence or incapacity of the President.

Section 3: The Secretary shall keep the records of meeting minutes and documents of the Association.

Section 4: The Treasurer shall be custodian of the Association's funds, deposit all funds of the Association in a depository designated by the Board of Directors or the Executive Committee. He/She shall present a report of the financial conditions in detail at the Annual meeting of the Association or at any special meeting when so directed by the Board of Directors, and his/her books shall be audited annually by the Executive Committee or by an individual(s) designated by the Board prior to the Annual meeting.

Section 5: The Executive Director shall conduct the day-to-day business of the Association and also be responsible for providing a meeting agenda to the board of directors at least 3 days prior the meeting, shall serve as committee chairperson for the Shepherd's Weekend Symposium, serve as the primary contact for the Association with the news media and perform other duties requested by the Board of Directors. He/She shall enter all proceedings of the Association and the Board of Directors in a permanent book kept for that purpose and conduct the correspondence for the Association. Compensation for the Executive Director will be determined by the Board of Directors annually.

Section 6: The Board of Directors shall be empowered to transact any and all business of the Association subject to the constitution and by-laws. It shall promulgate rules and regulations for the conducting of public sales held under the auspices of the Association, rules for sponsoring shows and exhibitions, and shall see that these rules are enforced. It may contribute funds of the Association for purposes not inconsistent with the intents and purposes of the organization.

A majority of the members of the Board shall constitute a quorum. They shall act by a majority vote.

Section 7: The Executive Committee shall consist of the Executive Director, the President, the Vice-President and the Treasurer. The Executive Committee shall attend to all duties delegated to it by the Board of Directors, including creating a list of nominees for upcoming open Board positions. The President, Vice President and Treasurer shall be responsible for, including but not limited to interviewing, recommending and evaluating the Executive Director position for the Board of Directors.

ARTICLE VII-MEETINGS

Section 1: The Annual meeting shall be held once each year. Members will be notified by mail not less than thirty (30) days prior to the meeting date. A quorum shall consist of the members present and voting at any meeting of the membership. Special meetings of the membership of the Association may be called by the Board of Directors, by written notices addressed to each member at his/her last known address or personally served, not less than three (3) days before the date stated in the notice.

Section 2: Meetings of the Board of Directors shall be held at the call of the President.

ARTICLE VIII--VACANCIES

Vacancies in any office on the Board of Directors shall be appointed from the membership of the Association by the Executive Committee to complete the term.

ARTICLE IX--FINANCES

No officer or member of the Association shall have power to contract any debt or obligation in the name of the Association or otherwise bind the Association; nor accept paper or endorse the same in the name of the Association.

ARTICLE X--AMENDING CONSTITUTION

This constitution may be changed or amended at the regular Annual meeting or at a special meeting of the members called for that purpose, by a two-thirds (2/3) vote of the members present and voting at such meeting.

ARTICLE XI--BY-LAWS

Section 1: The membership, by a majority vote of the members present and voting at an Annual or special meeting, may adopt such by-laws as may be necessary to carry out the business and purpose of the Association.

Section 2: The by-laws may be amended by a majority vote of the members present and voting.

BY-LAWS OF THE MICHIGAN SHEEP PRODUCER'S ASSOCIATION

1. The order of business shall be:

- (1) Reading and approval of minutes
- (2) Communications
- (3) Reports of Officers
- (4) Reports of Committees
- (5) Unfinished business
- (6) New business
- (7) Election of Directors at the annual meeting
- (8) Election of Officers at the annual organizational meeting

2. Dues:

The annual dues shall be set by a majority vote of the Board of Directors and shall be levied annually for regular members. Members are defined as a person 18 years or older or one household. Annual dues for members 17 years or younger shall be set at half the regular member amount.

3. Election of Officers and Directors:

Nominations for members of the Board of Directors shall be made by a Nominating Committee appointed by the Vice-President. Additional nominations may be made from the

floor at the Annual meeting. Voting shall be by Ballot unless otherwise requested by a majority of the members present.

4. Duties of members using the medium of the public auctions or sales sponsored by the Association for sale of their sheep.

(1.) Only bona-fide members may tender sheep for sale at events held under the auspices of the Association.

(2.) Members must fully and fairly represent any animal offered by them for sale. Intentional misrepresentation will be considered as grounds for disbarment from future sales by action by the Board of Directors.

5. Duties of the Association to Buyers.

(1.) The Association will use diligence to give our correct information regarding animals consigned to the Association sales.

(2.) The Seller is the responsible party for all representation which the Association and Sale Committee in no way guarantee, but will endeavor to protect both the interests of seller and buyer.

Incorporated May 6, 1952 under Provision of Act 80 of the Public Acts 1855 as amended.
Revised January 1989, Revised January 1992, Revised July 1997, Revised January 2016.