

**CONSTITUTION AND BYLAWS OF THE
MICHIGAN SHEEP PRODUCERS ASSOCIATION**

ARTICLE I--NAME

The name of this organization is the Michigan Sheep Producers 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 call the 'organizational meeting' for a term of one (1) year. The President's term will be limited to for (4) consecutive one (1) year terms. The Secretary and Treasurer shall 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 activities of the Association.

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

ARTICLE VI--DUTIES OF OFFICERS

Section1: The President shall be chief executive officer of the Association and shall preside at all meeting 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 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 (including meeting minutes) and documents of the Association and maintain access to a list of its members. 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.

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 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. 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 conduction 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, the Treasurer and the Secretary. The Executive Committee shall attend to all duties delegated to it by the Board of Directors. 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. A quorum shall consist of the Members present and voting at any meeting of the Members. Special meetings of the Members of the Association may be called by the Board of Directors. Written notice of the time, place, if any, and purposes of any annual or special meeting of the Members shall be given either (i): personally, by mail, or by a form of electronic transmission to which the Member has consented, not less than 10 or more than 60 days before the date of the meeting to each Member of record that is entitled to vote at the meeting, or (ii) by including the notice, prominently displayed, in a newspaper or other periodical that is regularly published at least semiannually by or in behalf of the Corporation and addressed and mailed, postage prepaid, to each Member entitled to vote at the meeting not less than 10 or more than 60 days before the meeting.

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

Section 3: The Board of Directors may authorize voting by Members at a polling place or polling places, without a meeting, on any action the Members are required or permitted take at an annual or special meeting, including the election of members of the Board of Directors. If so authorized, the Corporation shall provide a ballot to each Member that is entitled to vote that allows the Member to vote at a polling place or at polling places established by the Corporation that are reasonably accessible to the Members. The Corporation shall provide notice to each Member that is entitled to cast a ballot at a Member vote held at a polling place or at polling places within the same time and in the same manner provided for notice of meetings of Members. The notice shall describe each proposed action that is included on the ballot, the location of the polling place or places, and the times when the polling places are open. The Board of Directors may establish reasonable rules and procedures for Member voting at polling places consistent with the foregoing.

Section 4. The Board of Directors may authorize voting by Members by mail or electronic ballot, without a meeting, on any action the Members are required or permitted to take at an annual or special meeting, including the election of members of the Board of Directors. If so authorized, the Corporation shall provide a ballot to each Member that is entitled to vote on the action in the manner in the same manner provided for notice of meetings of Members. The ballot provided to Members shall set forth each proposed action, provide an opportunity for the Members to vote for or against each proposed action, and specify a time by which the corporation must receive a ballot in order to be counted as a vote of the Member. The time specified shall be not less than 20 or more than 90 days after the date the Corporation provides the ballot to the Members. The Board of Directors may establish reasonable rules and procedures for Member voting by mail or electronic ballot with the foregoing.

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 PRODUCERS' 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 officers and directors at the annual organizational re-organization meeting.

2. Dues:

The annual dues shall 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,
Revised January 2021