

GOLD COUNTRY SHEEP PRODUCERS' ASSOCIATION

BYLAWS

For the regulation except as otherwise provided by statute (or its Articles of Incorporation), for Gold Country Sheep Producers Association.

Article I PURPOSE

The purpose of the Gold Country Sheep Producers Association is to cultivate and promote for mutual protection and benefit, the cooperation among all persons engaged directly or indirectly in the sheep industry in the counties of El Dorado, Nevada, Placer, Sacramento, Sutter and Yuba, in the State of California; and in general to do any and all things tending to promote the welfare of the industry at the local, state, and national level.

Article II MEMBERSHIP

Section 1. CLASSIFICATION

There shall be five classes of membership of the Association

- A. Members - Sheep and goat producers
- B. Junior Members - Sheep and goat producers who are 19 years of age or younger as of December 31st
- C. Associate Member - Dues paying non producers of sheep
- D. Family Membership – shall have one combined vote
- E. Honorary Members - shall be those persons, firms, corporations or associations who in the opinion of the Board of Directors have performed services for the Association or in behalf of the sheep industry warranting their appointment as Honorary Members. .

Section 2. PRIVILEGES.

Members, Junior Members shall be entitled to the following privileges:

- A. Voting as a member in good standing
- B. Holding office as a Director or Officer
- C. Receiving the membership publications and notifications.
- D. Associate Members shall receive membership publications and notifications only.

Section 3. ANNUAL DUES

Membership dues are due and payable each year on or before the 1st day of the month of each New Year. The Board of Directors shall determine the dues amount annually.

Section 4. DATE OF MEETINGS OF MEMBERS

Meetings of members shall be held at the date or dates set by the Board of Directors. One meeting, held the first week of February each year for the election of Officers and Board members. Special meeting of the members for any purpose or purposes may be called at any time by the President or a majority of the Directors.

Section 5. PLACE OF MEETINGS

The Meetings of members shall be held at a place designated by the Board of Directors

Section 6: NOTICE OF MEETINGS

Such notices shall be sent not less than ten days before each regular or special meeting, and shall specify the place, day and hour of the meeting. Notice of any cancellation of meeting shall be sent to each member. Telephone or e-mail notice shall be the same as US Postal Service.

Section 7: ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the Board, individually or collectively, consent to that action via telephone, postal mail, or e-mail.

Section 8: BUSINESS AFFAIRS

The President and Board of Directors have supervision, direction and control of the business and affairs of the Association. The President shall appoint members to committee positions as necessary to conduct the business of the Association. Committee assignments could include but not limit appointments to the following: Finance/budget committee, Communication Committee, Promotion, Education Committee.

Section 9: DIRECTION OF COMMITTEE

The Board of Directors shall establish such standing committees, as they deem necessary. The President shall make recommendations for committee chairpersons, with final approval and appointment by the Board of Directors. Chairpersons serve at the pleasure of the Board. The respective chairpersons shall make recommendations for committee members, with final approval and appointment by the Executive Committee. Standing Committees shall include, but not be limited to, the following:

- A. Finance/Budget Committee,
- B. Development Committee,
- C. Communication Committee
- D. Promotion and Education Committee

ARTICLE III OFFICERS AND DIRECTORS

OFFICERS

The officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary.

The term of office of its President, Vice President shall be for one (1) year, provided that any officer may be re-elected to succeed themselves, for a maximum of three consecutive terms. Each shall hold office until they shall resign, or shall be removed by the members or otherwise disqualified to serve or until their successor is elected and qualified.

The Treasurer and Secretary shall be appointed by the Board for a one (1) year term. The Board shall determine each year whether to renew the incumbents' appointment for another year or appoint a new individual.

All officers shall be members in good standing when elected or appointed.

DIRECTORS

In addition to the officers, the Board of Directors shall consist of three to five members who will hold office for two years. At each fall meeting the Association will elect directors to replace those whose terms have expired. A vacancy occurring in the Board of Directors shall be filled by appointment by the President. If a Director misses three or more consecutive meetings, that Director will be removed from office.

GENERAL POWERS AND DUTIES:

Duties: President - The President shall preside at all meetings of the Board and the membership. The President shall be ex officio a member of all the appointed committees.

Duties: Treasurer - The Treasurer shall be the Chief Financial Officer and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the receipts and disbursements. The treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors and shall render to the President and the Directors annually and upon request, an account of all transactions as Treasurer and of the financial condition of the Association.

Section 1: GENERAL MEETING MANAGEMENT

All meetings of the Gold Country Sheep Association shall be run in accordance and under the guidelines of Roberts Rules of Order.

Section 2: AMENDING BY-LAWS

These by-laws may be amended or repealed and new by-laws adopted by a majority vote of the voting members present at a meeting of members, by a majority vote of the authorized member of directors at a meeting of the Board of Directors provided that a notification of amendment containing the substance of the proposed amendment has been sent to each director at least 10 days in advance of the action.