

MAINE SHEEP BREEDERS ASSOCIATION  
BY-LAWS  
LAST REVISION 10/95

Article I. Name

The name of this corporation shall be the Maine Sheep Breeders Association. The principal office of the corporation shall be located at Augusta, Maine. The corporation shall be an educational and non-profit organization.

Article II. Purpose

The objectives and purposes of the Corporation shall be:

Section A: To meet and discuss mutual problems concerning sheep husbandry, exchange ideas, disseminate information and formulate plans with the intent of aiding sheep breeders within the State of Maine.

Section B: To establish and conduct as required an annual Genetic Focus Program, an annual wool pool, and make available to members products or materials essential to good sheep husbandry.

Section C: To encourage and assist 4-H sheep clubs and other youth groups and their members.

Section D: The Corporation shall not be conducted or operated for a profit, and no part of any profits or remainder or residue from dues or donations to the Corporation shall inure to the benefit of any member or individual. In the case of dissolution, the amount in the treasury, upon due settlement of debts, shall be given half to the Maine Department of Agriculture and half to the University of Maine Cooperative Extension Service.

Article III. Membership and Dues

Section A: Any resident of Maine or elsewhere may become a member upon the payment of the membership dues.

Section B: The membership dues shall be paid annually and shall be in an amount proposed by the board of directors and determined at the annual meeting each year.

## Article IV. Annual Meeting-Officers-Vacancies

Section A: The Annual Meeting of the members of this Corporation shall be held at such time and place as the Board of Directors may designate.

Section B: The officers of this corporation shall be a president, vice-president, secretary and treasurer. All officers shall be residents of the State of Maine.

Section C: The Board of Directors of this corporation will be chosen from the membership and shall consist of nine (9) regular members. At the annual meeting the members shall elect three directors for a term of three (3) years. Also, the directors shall appoint one director at large who will serve as editor of the newsletter and be a voting member. In addition, directors may be elected from local sheep associations as members of the MSBA Board of Directors by the following process:

1. The local sheep association shall petition the MSBA Board of Directors requesting that a representative from their association become a member of the MSBA Board of Directors.
2. The local association must have been in existence for at least one (1) year and shall have held at least six (6) meetings for its members during the calendar year.
3. At a duly called meeting of the MSBA membership, the Board of Directors shall report on the request and shall advise whether the requesting association has met the specified criteria.
4. At this meeting the MSBA membership may vote whether to accept or reject the requesting association's representation. If the request is approved, the representative will become a member of the Board of Directors at that meeting.
5. Each association will indicate who their representative will be at the annual meeting; and, will do so at each annual meeting.
6. In order to continue to be represented on the Board of Directors, each association must continue to meet the original criteria for representation.

Section D: At the first regularly scheduled meeting of the Board of Directors after the Annual Meeting, the Board shall elect, by ballot, and from their own number, a president, vice-president, secretary and a treasurer.

Section E: The Board of Directors shall serve as an executive committee to handle all business that comes up between meetings. Five (5) members shall constitute a quorum.

Section F: A majority of the Board of Directors shall have the power to replace any director whose position is vacated by resignation, incapacity, death, or the failure to attend three consecutive meetings of the Board.

Section G. A comprehensive report of the audit shall be given at the annual meeting to the membership. The fiscal year of this Corporation shall begin on September 1, and shall end on August 31.

#### Article V. Duties of Officers

Section A. It shall be the duty of the President to call and preside at all meetings of the Corporation and at all meetings of the Board of Directors, and to appoint committees unless otherwise provided for. In his absence or inability to perform the duties of President, then such duties will be performed by the Vice-President.

Section B. It shall be the duty of the Secretary to keep a record of the minutes of the Corporation and of the Board of Directors, to attend to the necessary correspondence of the Corporation, to lay all pertinent communications before the Board of Directors and to carry out any other business incidental to said office.

Section C: The Treasurer shall receive all money due or paid to the Corporation and shall deposit the same in a sound bank and pay out said funds as the Directors may instruct. He shall make a detailed report at the annual meeting and whenever requested by a majority vote of the Directors.

Section D: The duties of the newsletter editor shall be as determined by the Board of Directors.

#### Article VI. By-Laws

Section A: These by-laws may be altered or amended by a two-thirds vote of the membership present at the Annual Meeting or by a two-thirds vote of the membership at a special meeting called for the purpose, provided that such amendment shall have been presented in writing to each member of the Corporation, at least two weeks prior to said special meeting.