

**BY-LAWS
OF
SOUTHEAST KENTUCKY SHEEP PRODUCERS ASSOCIATION**

ARTICLE I. NAME AND MAILING ADDRESS OF ORGANIZATION

Section 1. Name

The name of this corporation shall be Southeast Kentucky Sheep Producers Association. The corporation is registered to do business, and shall perform its business, as Southeast Kentucky Sheep Producers Association and hereinafter in these bylaws shall be referred to as the "Association."

Section 2. Mailing Address

The mailing address of the Association shall be 200 County Extension Road, London, Kentucky 40741-2406. The Association may have such other offices within the Commonwealth of Kentucky, as the Board of Directors may determine or as the affairs of the Association may require. The Association shall have and continuously maintain at 200 County Extension Road, London, Kentucky 40741-2406 a registered office and the registered agent is Patrick Angel, whose office is identical with such registered office. The registered office may be, but need not be identical with the principal office in Kentucky, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Association is organized and operated exclusively for all lawful purposes consistent with the Articles of Incorporation and

the Bylaws of the Association. No part of the net earnings of the Foundation shall inure to the benefit of any private individual, but the Association shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. In carrying out its purposes, the Association shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Section 2. Specific Purpose

This Association promotes the sheep industry in the Appalachian counties of Kentucky as designated by the Appalachian Regional Commission. The purpose of the Association shall be to assist sheep farmers and other interested persons in the breeding, raising, showing, selling, marketing and promotion of all breeds of sheep and all purposes ancillary thereto. The functions of the Association are educational and social, that is, to gather together and join socially with people of the Appalachian counties of Kentucky as designated by the Appalachian Regional Commission who are interested in learning more about sheep and the sheep industry.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications

1. **Appalachian Member** - Any person, family, firm, partnership, corporation or institution who is a producer of sheep or who is interested in sheep who resides within any 'Appalachian' county in Kentucky (as designated by the Appalachian Regional Commission) and who pays such annual membership fees and meets such other uniform conditions as may be prescribed by the board of directors.
2. **Associate Member** - Any person, family, firm, partnership, corporation or institution who is a producer of sheep or who is interested in sheep who resides outside of any 'Appalachian' county in Kentucky (as designated by the Appalachian Regional Commission) or who resides in any state other than Kentucky and who pays such annual membership fees and meets such other uniform conditions as may be prescribed by the board of directors.

3. **Payment of Dues-** Annual dues are charged per individual or family. Family is defined as parents and children under 18 years of age. Membership runs from January 1 to December 31. Payment of dues made after October 1 will be applied toward the applicant's membership for the remainder of that calendar year and the following calendar year. Any change in the annual dues for the upcoming year will be decided upon by a vote of the membership at a meeting before October 1.

Section 2. Suspension or Termination

If following a hearing, the board of directors shall find that a member has failed to pay membership fees, or has violated the by-laws, rules and regulations of the association, they may suspend all rights as a member or terminate the membership. Upon termination of membership in the association all the rights and interests of such member in the association shall by that act be cancelled.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Fiscal Year

The fiscal year of the Association shall commence on the first day of January and end on the last day of December.

Section 2. Annual Membership Meetings

The Association shall have one (1) membership meeting each year. The date, time, and place of the annual membership meetings shall be set by the Board of Directors.

Section 3. Special Meetings of the Membership

Special meetings of the members of the Association may be called at any time by order of the board of directors. The Board shall endeavor to hold special meetings as field visits to sheep farms or similar educational experiences. Special meetings shall also be called at any time upon the written request of at least ten (10) percent of the voting members, provided, however, that they file a petition stating the specific business to be brought before the association and request a special meeting. The request shall state the time, place and object of the meeting.

Section 4. Membership Voting

At any meeting, each Appalachian Member who has paid the dues shall be entitled to one vote, and may vote either in person or by proxy. Associate Members are not entitled to vote. Any member of record entitled to vote may be represented in their absence by another member who can vote in their behalf by proxy as appointed by an instrument in writing. Such instrument shall be delivered to the Secretary of the Association. The form to be used in designating proxy may be obtained from the Secretary of the Association.

Section 5. Notice of Membership Meetings and Special Meetings

Notice of each Annual membership meeting and Special meeting shall be given to each voting member, by mail and/or electronic mail, not less than two (2) weeks prior to the meeting. Such notice shall state the object or objects thereof and the time and place of meeting. No business shall be transacted at Special meetings other than that referred to in the call.

Section 6. Telephone Conference and/or Video Conference for Membership Meetings

One or more members may participate in a membership meeting by means of conference telephone, conference video or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other and that the laws of the Commonwealth of Kentucky governing electronic meetings are followed. Participation by a member in this manner shall be the equivalent of physical presence of such person at such meeting. Members participating in a meeting in this manner shall be duly noted in the minutes and records of such meeting, with appropriate notation that participation was by electronic communication. Attendance by means of conference telephone, conference video or similar communications equipment at special meetings that are field trips shall not be allowed.

Section 7. Quorum for Membership Meetings

Five (5) percent of the members or ten (10) members, whichever is the greater, shall constitute a quorum for the transaction of business at any membership meeting of the Association except for the transaction of business concerning which a different quorum is specifically provided by law or by these by-laws; but in the event a quorum is not present,

such meeting may be adjourned from time to time by those present until a quorum is obtained.

Section 8. Order of Business

The order of business at the annual meeting shall be:

1. Roll call
2. Proof of due notice of meeting
3. Reading and disposal of minutes
4. Annual reports of officers and committees
5. Election of board members
6. Unfinished business
7. New business
8. Adjournment

ARTICLE V. BOARD OF DIRECTORS

Section 1. Board Role, Size, Compensation and Composition

The Board of Directors ("Board") is responsible for the overall policy and direction of the Association, and may delegate responsibility for day-to-day operations to the officers. The Board shall not consist of less than five (5) nor more than eleven (11) directors. One term of a board membership shall be three (3) years. The general membership of the Board of Directors of the Association shall endeavor to be represented by the following:

- Large producers and income dependents
- Small producers and hobbyists
- Hair sheep producers
- Wool sheep producers
- Producers east of I-75
- Producers west of I-75

Board members shall not receive compensation, other than pre-approved reasonable expenses related to the business of the Association. The Board shall adopt a resolution to govern the amount(s) that constitute reasonable compensation for attendance at board

meetings, including travel, lodging, and per diem costs.

Section 2. Meetings of the Board of Directors

The Board shall meet at least four (4) times per year, at an agreed upon time and place. The Board may meet more frequently as needed to conduct business. The Board meetings may coincide with the Membership and Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the board members. Notices of special meetings shall be prepared and distributed by the Secretary to each board member and postmarked two (2) weeks in advance of the special meeting date. Emergency meetings may be called by the President, or another member of the Executive committee so appointed by the President, as long as notification is provided to all board members by telephone call and by electronic mail at least two (2) days prior to the meeting date. The notice must include a description of the nature of the emergency, the objects stated in the call for the meeting and the matters germane thereto.

Section 3. Election of Directors

Directors shall be elected at each annual meeting by a majority vote of the members present for three-year staggered terms. The system of staggered year terms shall be established so that the Board shall not be entirely constituted of new members at any one time. A board member shall not serve more than two (2) consecutive terms without taking leave from the Board for a period of at least one (1) calendar year. Directors shall hold office until their successors have been elected and qualified. The past Association President shall be an ex officio member of the board of directors.

Section 4. Election of Officers

Officers will be elected by a majority vote of the current board members. Association officers shall consist of a president, vice-president, secretary, and treasurer, each of whom shall hold office until the election and qualification of his successor unless earlier removed by death, resignation, or for cause.

Section 4. Officer Terms

All officers shall serve a one (1) year term.

Section 5. Quorum for the Board of Directors

A majority of the Board of Directors, represented in person shall constitute a quorum for the transaction of business of the Association.

Section 6. Board of Directors Voting

Each member of the Board of Directors shall be allowed only one (1) vote on any item of business coming before a duly called meeting of the Board. Voting by proxy shall not be allowed for Board members. Board of Directors may vote on issues via email. At time of calling for vote on a motion, all directors have 72 hours to respond with a vote before the final count is taken. Any email voting needs to be brought up as old business in next meeting so the motion and outcome will be recorded in the minutes as a matter of public record.

Section 7. Notice of Board of Directors Meetings

Notice of each Board meeting shall be given to each voting board member, by mail and/or electronic mail, not less than two (2) weeks prior to the meeting. The board of directors may adopt a resolution to reduce the advance notification requirement upon approval of the by-laws by the full board of directors, but in no case shall the board of directors meet without prior notification, by mail and/or electronic mail, not less than two (2) days prior to the meeting.

Section 8. Telephone and/or Video Conference for Board Meetings

One or more board members may participate in a meeting of the Board, or a meeting of a committee, by means of conference telephone, conference video or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other and that the laws of the Commonwealth of Kentucky governing electronic meetings are followed. Participation by a board member in this manner shall be the equivalent of physical presence of such person at such meeting. Board or committee members participating in a meeting in this manner shall be duly noted in the minutes and records of such meeting, with appropriate notation that participation was by electronic communication.

Section 9. Officers and Duties

There shall be four (4) officers of the Board of Directors: President, Vice-President, Secretary, and Treasurer. The offices may be combined for a single board member; however, the Board of Directors shall ensure that all the functions, duties, and responsibilities of that office are duly carried out to accomplish the duties of the office as if separate individual officers carried out the functions. The duties of the officers are as follows:

- (1) **The President** shall convene regularly scheduled meetings, shall preside, or arrange for the Vice-President, Secretary, or Treasurer (in that order) to preside, at each meeting. The President shall notify each board member of every meeting as provided for in these by-laws. The President will also be a liaison to the Kentucky Sheep and Wool Producers Association, the Kentucky Sheep and Goat Development Office, the University of Kentucky Sheep Research and Education Department, the Kentucky State University Extension Goat Production Department, the University of Kentucky County Extension Agents in the Appalachian counties of Kentucky, and other sheep organizations and associations. As chief executive, the President will appoint committees and fill vacancies of Chair Persons for select committees. The President shall sign all papers of the Association as authorized or directed to sign by the board of directors, provided, however, that the board of directors may authorize any person to sign any or all contracts and other instruments in writing on behalf of the Association.
- (2) **The Vice-President** shall assume the responsibilities of the President in his/her absence. The Vice-President shall chair committees on special subjects as designated by the Board. The Vice-President will serve as the chief information officer by placing information concerning SEKSPA's meetings and programs with local newspapers and other media organizations, developing pamphlets, maintaining or supervising the maintenance of a website, developing and distributing recruitment literature, and conducting other out-reach activities.
- (3) **The Secretary** shall keep accurate records of Board and membership actions, keep minutes at all Board and membership meetings, send out meeting announcements,

distribute copies of meeting minutes and the agenda to each board member, and assure that Association records are maintained. Records kept by the Secretary shall include attendance records of all meetings. The Secretary shall submit an annual report to the Secretary of State. The Secretary shall sign papers pertaining to the Association as authorized or directed to sign by the board of directors.

(4) The Treasurer shall be custodian of the funds and shall disburse them with the approval of the board of directors. The Treasurer shall make a report at each board of directors meeting. He or she shall also chair the finance committee, assist in the preparation of the budget, help to develop fundraising plans, and make financial information available to board members and the public. Information made available to and released to the public shall be in compliance with the Kentucky Open Records Laws, the U.S. Freedom of Information Act and all federal and state statutes governing public access to information concerning public funds. The Treasurer will serve as the financial officer for any pooling events or group sales of sheep for Association members as needed. The Treasurer will establish and maintain such banking accounts as the board authorizes. All checks written by the Treasurer will be co-signed by one other officer.

Section 10. Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary to be effective. A board member shall be removed from the Board for excess absences if he or she has three (3) unexcused absences from board meetings in one year's time. The Board shall adopt a resolution to determine the criteria for excused absences from board meetings. Any officer elected or appointed who is unable to carry out his/her duties or refuses to carry out his/her duties of their office may be removed by majority consent of the other Board members whenever in their judgment the best interests of the Association will be served thereby. Removal of such officer shall be brought up as an agenda item in a regular or specially-called Board meeting with discussion and a motion put up for vote to remove the individual and a follow through with an up or down vote.

Section 11. Vacancies

When a vacancy on the Board exists, the Secretary may receive nominations for new members from the present board members two (2) weeks in advance of a board meeting. Any nominations received by the Secretary shall be sent out to all board members with the regular Board meeting announcement, to be voted upon at the next meeting. Vacancies will be filled only for the duration of the terminated or removed member's remaining term. No board member vacancies shall be filled during an emergency meeting of the Board.

Section 12. Open Meetings

The Association as a private non-profit entity is not subject to the State's open meeting laws.

Section 13. Secretary of State Annual Report

The Secretary shall submit an annual report to the Secretary of State.

ARTICLE VI. COMMITTEES

Section 1. Committees and Duties

The Board may create committees as needed. The President shall appoint all Committee Chairs. Committee Chairs shall be members of the Board; however, committees may include persons who are not members of the Board. The Board shall consider establishing the following committees for the development and maintenance of the Association:

- Executive Committee
- Finance Committee
- Meetings Planning Committee
- Grants Committee
- Nominating Committee
- Sheep Aggregation Committee
- Sheep Cooperative Facilitation Committee

The Board may establish these committees as either standing committees, temporary committees, or may decide that no committee is needed for the functions included in the

committee's responsibilities. The board may consider combining the functions and duties of these committees in order to accomplish the purposes of the organization.

Section 2. Record of Committee Meetings

The Board shall ensure that minutes of committee meetings are documented and that reports are presented to the Board in such form as prescribed by the Officers. Notice of the committee meetings shall comply with the rules governing the meetings of the board with respect to official notice of the meeting, documentation of time, location and date of the meeting, committee members in attendance and recommendations developed for presentation to the Board. The Committee Chair shall present Committee reports to the Board or shall arrange for a report to be presented which ensures that recommendations developed by the Committee are reported to the Board for further consideration and the Board's support, rejection, or revision of the recommendation.

Section 3. Executive Committee

The four officers of the Board of Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 4. Finance Committee

The Treasurer of the Board of Directors is also the Chair of the Finance Committee, which includes two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Association are public information and shall be made available to the membership, Board members and the public.

ARTICLE VII. RECORDS

Any Board or Committee member shall have access to the official records of the Association, during the usual hours of business, to inspect for any proper purpose the bookkeeping, records, reports, and to make copies or extracts there from. The Board may charge a reasonable fee for copying of such records. Other persons with authority of the Association as determined by resolution of the Board, in person or by attorney or other agent, shall upon written demand under oath stating the purpose thereof, have the right during usual business hours to inspect for any proper purpose the Association ledger, a list of its Board of Directors, its other books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a Board member, committee member, or other persons with authority of the Association as determined by resolution of the Board. The Board shall adopt policies and procedures for compliance with Kentucky Open Records laws for those programs and projects funded with state and federal funds and subject to federal and state open record rules.

ARTICLE IX. DISSOLUTION

Upon dissolution of the Association in any manner the assets of the Association shall be distributed in the following order and manner:

1. To the payment of secured debts of the association.
2. To the payment of unsecured debts of the association.
3. Any assets or property remaining shall be conveyed by order of the board of directors to some other corporation created under the laws of Kentucky for the purpose not of profit but for the benefit and improvement of agriculture; provided, that assets and property so conveyed shall be used by the grantee for purposes similar to those of the association.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 1. Checks

All checks or demands for money and notes of the Association shall be signed by the Treasurer and co-signed by one other officer.

Section 2. Conflict of Interest

The board of directors shall adopt a policy on conflict of interest, which contains at least the following provisions:

(1) Full Disclosure. Board members and staff members in decision-making roles should make known their connections with groups doing business with the Association or with the potential to do business with the Association. This information should be provided annually and as conflicts arise.

(2) Board Member Abstention from Discussion and Voting. Board members who have an actual or potential conflict of interest shall not participate in discussions or vote on matters affecting transactions between the organization and the other group, and shall make this known by formally abstaining from such deliberations and decisions during board meetings.

Section 3. By-laws Distribution

After adoption, these by-laws, preceded by the articles of incorporation, shall be posted on the Association's website and a copy thereof shall be sent by USPS mail or electronic mail to each member and to each person who may later become a member of the Association hereafter as shown on the books of record.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements, postmarked at least two (2) weeks in advance of the Board meeting.

These Bylaws were _____ upon acceptance of the Board of Directors of the Association, this _____ day of _____ 202 ____.

President of the Board

Secretary of the Board

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