

Georgia Sheep and Wool Growers' Association

AMENDED AND RESTATED

CONSTITUTION AND BY-LAWS

OF

GEORGIA SHEEP AND WOOL GROWERS' ASSOCIATION

Incorporated 1952

CONSTITUTION

ARTICLE 1.

The name of this Association shall be Georgia Sheep and Wool Growers' Association.

ARTICLE 2.

This association shall be a voluntary, non-political, non-sectarian, statewide corporation. The purpose of the Association shall be to promote healthy sheep and successful, well informed shepherds, to develop and encourage the production of sheep and wool in Georgia and to advance the interests and welfare of Georgia sheep producers in the growing, grazing, feeding and marketing of sheep, lambs and wool without pecuniary profit to the individual or to the Association.

ARTICLE 3.

Any person, firm, corporation or association engaged in any activity or pursuit related to the sheep industry in Georgia and who will support the objectives of this Association shall be eligible for membership under such classification and with rights and privileges as the By-Laws of this Association shall prescribe.

ARTICLE 4.

The existence of the Georgia Sheep and Wool Growers' Association shall be continuous unless and until the Association shall have been dissolved in accordance with the By-Laws of the Association. No member shall be personally liable for any debt or any obligations of the Association beyond the amount of annual dues.

ARTICLE 5.

Government of the affairs and activities of the Georgia Sheep and Wool Growers Association shall be and is vested in a board of directors and such other officers as may be provided for under the By-Laws of the Association which shall also prescribe the number, powers, duties, meetings, election or appointment thereof.

ARTICLE 6.

One general meeting of the membership of the Association shall be held annually in accordance with the By-Laws, which shall provide for the calling of special membership meetings and of meetings of the officers or Directors thereof.

ARTICLE 7.

Membership in the Association may be obtained by application to the Association as provided by the By-Laws of the Association.

BY-LAWS

ARTICLE 1.

Section 1. The word Association as used here refers to the Georgia Sheep and Wool Growers' Association.

Section 2. Title and ownership of all equipment, furniture, supplies, or other property that may be acquired or owned by the Georgia Sheep and Wool Growers' Association shall be held in the name of the Association as designated in ARTICLE 1 of the Constitution.

Section 3. The seal of the Association shall be prescribed by the Board of Directors.

ARTICLE 2.

Section 1. The purpose and activities of the Association shall be in conformity with ARTICLE 2 of the Constitution and may be defined under a declaration of policy consisting of resolutions adopted at each annual meeting by a majority vote of the active individual members present and voting at such meeting.

Section 2. In the event an important issue arises during the interim between annual meetings, the Board of Directors may at any regular or called meeting of the Board, amend the declaration of policy by adding thereto a resolution of such issue, provided that at least two thirds of the entire membership of the Board shall vote in favor of such resolution.

Section 3. Any member or group of members who disagree with or favor amendment of any part of the declaration of policy as proposed or adopted at any annual meeting, may submit a minority report in the form of a proposed resolution which shall be referred to the Resolutions Committee, and if the Committee shall fail to report such minority report either favorable or unfavorable, it may be recalled for consideration from the floor of the meeting by a majority vote of the active individual members present and voting; or during the interim between annual meetings, such minority report in the form of a proposed resolution may be addressed to the President who shall be present and submit the report for consideration at the next subsequent, regular or called meeting of the Board of Directors at which at least two third of the membership of the Board is present and the Board shall at such meeting adopt or reject such minority report in accordance with the provisions of Section 2 of this Article.

ARTICLE 3.

Section 1. Application for membership in the Georgia Sheep and Wool Growers Association shall state the name and address of the applicant, the type of business or activity in which the applicant is engaged or employed and such other pertinent information as the Board of Directors may require and shall be approved or disapproved in accordance with such procedure as the Board may prescribe. An Application for membership may be submitted to the Association by mail or through an automated system as provided by the Association.

Section 2. Membership of the Association shall be divided into four classifications to which the terms and conditions hereunder shall apply respectively as follows:

ACTIVE INDIVIDUAL MEMBERSHIP - Active individual membership may be held only by a person, farm or family who is engaged in the growing, grazing or feeding of sheep.

ASSOCIATE MEMBERSHIP - Associate membership may be held in the Association by any person, firm, corporation, business or association whose business or activities are directly or indirectly related to the livestock industry of Georgia.

HONORARY MEMBERSHIP -Honorary membership may be held by any person but shall be conferred only upon majority vote of the Board of Directors for outstanding service or contributions to the welfare of Georgia sheep producers or the livestock industry in general. Firms, or corporations shall not be eligible for Honorary Memberships.

STUDENT/JUNIOR MEMBERSHIP – Student/ Junior Membership may be held by a student or person 21 years of age or younger who is engaged in raising sheep. A Student/Junior member may enjoy all the privileges of the Association except holding office.

ARTICLE 4.

Section 1. Annual dues for active individual members or associate members shall be \$35.00 per year. Student Membership shall be \$15.00 per year. Dues may be mailed or paid through an automated system as provided by the Association.

Section 2. Honorary members shall not be subject to payment of annual dues and such members shall be exempt from assessments so long as they remain classified.

Section 3. No special assessment shall be levied against the membership of this Association except by two-thirds favorable vote of the entire Board of Directors and the proceeds of any such assessment shall be used only for such purposes as the Board of Directors shall designate, but this shall not prevent the Board from accepting any such contributions from any member beyond payment of annual dues or special assessments for any purpose designed to advance the interests and welfare of Georgia sheep producers or of the livestock industry in general.

Section 4. Membership is valid for twelve months following the receipt of annual dues. Any member who shall become delinquent in payment of annual dues or the payment of any special assessment for a period of more than four months shall be considered as having withdrawn membership from the Association.

ARTICLE 5.

Section 1. At any regular or special called meeting of the membership of the Georgia Sheep and Wool Growers' Association, each active individual member present who is current with annual dues shall be entitled to one vote on all matters that shall come before such meeting. Active Individual Members held by a farm or family are entitled to one vote on behalf of the family or farm

Section 2. Associate or Honorary members, exclusive of honorary members holding active individual memberships, shall not be eligible to vote but shall be accorded all other privileges or benefits of the association, including right to serve by appointment on any committee other than the executive committee or to serve in any other capacity except that of an elective officer.

Section 3. No member shall be deprived of any privileges, rights or benefits of membership in the Georgia Sheep and Wool Growers' Association except after full hearing before the Board of Directors and then only if found by the Board to be guilty of violation of the Constitution or By-Laws of the Association, or of action detrimental to the objects or purposes of the Association, or of conduct unbecoming a member of the Association and upon such findings the Board may at its discretion expel or temporarily suspend such member.

ARTICLE 6.

Section 1. The Board of Directors of the Georgia Sheep and Wool Growers' Association shall consist of officers of the association, excepting the Secretary or Secretary/Treasurer if the office

is combined unless he or she is an active individual member in good standing, together with the immediate past president and seven directors from the State at large.

The directors at large shall be elected as follows: two for a one year term, two for a two year term, and three for a three year term, but upon the expiration of those terms they shall be elected for three year terms thereafter.

Section 2. Each member of the Board of Directors shall be entitled to one vote on all matters that may come before the Board.

ARTICLE 7.

Section 1. The elective officers of the Association shall be President, Vice President, and seven directors, all of whom shall be active individual members elected from the State at large. Officers shall be elected for a term of two (2) years in the capacity to which elected. Directors shall be elected as provided under Section 1 of ARTICLE 6. No elective officer, excepting directors at large, may serve more than two consecutive terms in the same capacity.

Officers and members of the Board of Directors shall be elected at the annual meeting of the Association. Terms of office shall begin immediately following the meeting at which elected.

Nomination for officers and members of the Board of Directors shall be made from the floor at the annual meeting. From those so nominated, the members present shall elect officers and members of the Board of Directors by majority vote. Individual membership held by a farm or family shall be entitled to one vote.

Notice of offices to be filled shall be given to members of the Association along with Notice of the Annual Meeting at least 30 days prior to the Annual Meeting.

Section 2. Appointive officers of the Association shall be the Secretary and Treasurer or Secretary/ Treasurer if the office is combined. The positions of Secretary and Treasurer may be combined if deemed suitable by the Board of Directors. The Board of Directors may appoint such other officers as the Board deems essential in carrying out the work and activities of the Association. All appointive officers shall be appointed by and subject to the jurisdiction of the Board of Directors, and such officers may or may not be active members of the Association and may or may not be a current member of the Board of Directors.

Section 3. The Executive Committee of the Board of Directors shall consist of the President, Vice President, Immediate Past President, Secretary and Treasurer or Secretary/Treasurer if the office is combined, along with two designated members of the Board of Directors. Members of the Executive Committee other than officers of the Association shall be appointed by the President of the Association.

Section 4. Any vacancies occurring among members of the Executive Committee, officers or directors of the Association may be filled by the Board of Directors for the unexpired term of office except that a vacancy in the office of President shall be filled by succession of the Vice President to the office of President.

Section 5. No director or executive officer shall be paid directly or indirectly any compensation for services rendered the Association but this shall not prohibit the reimbursement by the Association of any director or elective officer for expenses incurred in connection with any assignment authorized by the Board of Directors.

Section 6. The position of Director Emeritus may be appointed by the Board of Directors. Director Emeritus is for distinguished directors who are retiring from office and who, through experience, knowledge and service, are considered too valuable to the Association to lose their input. The Director nominated and approved by the Board will be voted on by the members of the Board of Directors and inducted into this esteemed position. Duties required are to answer inquiries by board members pertaining to the association. Directors Emeritus are welcomed and encouraged to attend Board Meetings, provide input, and act as mentors. This is a non-voting position. A person holding the position of Director Emeritus is exempt from paying annual dues to the Association.

ARTICLE 8.

Section 1. It shall be the duty of the Board of Directors to effectuate insofar as possible the policies of the Georgia Sheep and Wool Growers' Association as defined by the Declaration of Policy as adopted by the Association and to otherwise generally manage and direct the affairs and activities of the Association.

Section 2. In carrying out its duties the Board of Directors shall exercise such powers and authorities as are now or may hereafter be vested in the Board of Directors under the Constitutions of the Association in employing personnel and in acquiring equipment, furniture, supplies, and other property essential to the work and activities of the Association except real estate, the acquisition or disposition of which may only be consummated by the Board of Directors after two-thirds favorable vote at a regular annual meeting of the membership of the Association or a special meeting of the membership of the Association called for that purpose.

Section 3. The Board of Directors may delegate to the Executive Committee or to the respective officers of the Association either elective or appointive such of its duties, powers and authorities as it may deem essential to the efficiency and effectiveness in carrying out the work and activities of the Association but all such powers, and authorities shall be exercised subject to the jurisdiction and approval of the Board.

Section 4. President. The President shall act as presiding officer at all meetings of the membership of the Association, the Board of Directors and Executive Committee; shall serve as ex officio member of all standing and special committees; and shall be charged with such other duties and responsibilities as are customarily associated with the office of President, including

the exercise of such duties, powers and authorities as may be delegated to that office by the Board of Directors under Section 3 of this ARTICLE.

Section 5. Immediate Past President. The Immediate Past President shall participate as a voting member of the Board of Directors and in sessions of the Executive Committee.

Section 6. Vice President. The Vice President shall perform such duties as the President may delegate and such other duties as the Executive Committee may prescribe. The Vice President shall become President of the Association upon the expiration of the term of office of the President. The Vice President shall also succeed to the office of the President in the event of vacancy in that office at any time and for any reason and shall serve as President until the next annual meeting and for the following term. In the event of the absence of the President the Vice President shall preside at all meetings of the Board of Directors, Executive Committee and Association, and shall perform all other duties of President.

Section 7. Treasurer. The treasurer shall have charge of all funds belonging to the Association, shall keep such funds in a depository approved by the Board of Directors; shall at the discretion of the Board of Directors furnish bond satisfactory to the Board, shall disperse such funds as ordered or approved by the Board of Directors; shall annually and at such other times as the Board of Directors may require, furnish a report of all receipts and disbursements; and shall be charged with such other duties and responsibilities as are customarily associated with the office of Treasurer, including the exercise of such duties, powers and authorities as may be delegated to that office by the Board of Directors in Section 3 of this ARTICLE.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the membership, the Board of Directors and the Executive Committee and of all meetings of standing or special committees; shall have charge of and keep all books and records of the Association; and shall be charged with such other duties and responsibilities as are customarily associated with the office of the Secretary, including such duties, powers, and authorities as may be delegated to that office by the Board of Directors under Section 2 of this ARTICLE.

ARTICLE 9.

Section 1. The fiscal period of the Association shall be the calendar year.

Section 2. The Board of Directors may provide for the auditing of the books and records of the Association at any time they deem necessary or proper.

Section 3. The Association may be dissolved only upon recommendation of the Board of Directors and by two-thirds majority vote of the active individual members present and voting at any regular annual meeting of the membership provided that notice of such recommendation shall be mailed to the last known address of all active individual members as least thirty days prior to such regular annual meeting.

Section 4. Upon dissolution or winding up of the Association in any manner, the residual assets will be distributed to all patrons, members and membership alike, regardless of the chronology

of their patronage, or the basis of their respective patronage contributions as shown on the books and records of the Association during the Association's entire existence.

ARTICLE 10.

Section 1. The regular annual meeting of the membership of the Association shall be held each year at a time and place to be designated by the Board of Director. Notice of such annual meeting shall be given to each member of the Association at least thirty days in advance of such meeting.

Section 2. Special meetings of the membership of the Association may at the discretion of the Board of Directors be called upon its own motion or upon petition of fifteen active individual members at least thirty days in advance of such meeting.

Section 3. The number of active members present shall constitute a quorum for any regular or special called meeting of the membership except as otherwise provided under these By-Laws.

Section 4. The Board of Directors of the Association shall meet in regular session semi-annually at such time and place as it may designate upon 10 days' notice to all members of the Board.

Section 5. Special meetings of the Board of Directors may, at his or her discretion, be called by the President or upon a motion or on petition of three or more directors. Upon receipt of such petition, it shall be mandatory upon the President to call a special meeting of the Board. Notice of the time, place and purpose of such meeting shall be given all members of the Board at least 10 days in advance.

Section 6. The Executive Committee of the Association shall meet at the call of the President.

Section 7. At any regular meeting of the Board of Directors or of the Executive Committee those present shall constitute a quorum except as otherwise provided under these By-Laws.

Section 8. Whenever the President deems it necessary, meetings of the Board of Directors or Executive Committee may be called and held in person, by phone or electronic communication. The Board of Directors or Executive Committee may also act upon a proposal fully expressed to them by the President by letter, phone, electronic communication or in person, if a majority of the members concur unless otherwise provided by the By-Laws.

Section 9. At no time nor under any circumstances shall any votes be cast by proxy at any meeting of the membership, the Board of Directors or the Executive Committee of the Association.

ARTICLE 11.

Section 1. All standing and special committees shall be appointed by the President subject to approval of the Board of Directors.

Section 2. Robert Rules of Order (latest edition) shall govern the conduct of a meeting when not in conflict with these By-Laws.

Section 3. By-Laws of the Association may be amended by a majority vote of the Board of Directors at any regular or special meeting of the Board provided that notice of the proposed amendment is given to each member of the Board at least ten days in advance of such meeting and provided at least two-thirds of the members of the Board are present at any such meeting.

ARTICLE 12.

The Georgia Sheep and Wool Growers' Association shall not discriminate against applicants for membership or members on the basis of disability, race, creed, color, gender, national or ethnic origin, religion, ancestry, marital status or need.

THESE AMENDED AND RESTATED BY-LAWS APPROVED AND DECLARED AS THE BY-LAWS OF THE GEORGIA SHEEP AND WOOL GROWERS' ASSOCIATION BY RESOLUTION OF THE BOARD OF DIRECTORS OF THE ASSOCIATION.

This _____ day of _____, 20__.

GEORGIA SHEEP AND WOOL GROWERS' ASSOCIATION

By: _____ (SEAL)

President

By : _____ (SEAL)

Secretary

Ratified by the Georgia Sheep and Wool Growers' Association members on

This _____ day of _____, 20__.

President

Secretary

