Empire Sheep Producers Association, Inc.

Revised Bylaws-January 2002; reformatted September 2015

Table of Contents

Article 1 - Name 1
Article 2 - Objectives 1
Article 3 - Principal Office 1
Article 4 - Memberships and Affiliate Organizations 1
Membership ***1***
Affiliate Organization ***1***
Article 5 - Annual Dues/Fees 2
Article 6 - Meetings of the Association 2
Article 7 - Board of Directors 3
Article 8 - Officers 4
President ***4***
Vice-President ***4***
Treasurer ***5***
Secretary ***5***
Article 9 - Committees 5
Executive Committee ***6***
Nominations Committee ***6***
Audit Committee ***6***
Article 10 - Administrative and Financial 7
1. Fiscal Year ***7***
2. Financial Statements ***7***
3. Conflicts of Interest ***7***
4. Liability of Members ***7***
5. Indemnification ***7***
6. Property Interest Upon Termination of Membership ***7***
Article 11 - Duties and Rights of Members 7
Article 12 - Seal 8
Article 13 - Amendments to the By-laws 8
Appendix 1. Map of regions of New York to be represented on the Board of Directors. 8

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Article 1 - Name

The name of the corporation shall be **Empire Sheep Producers Association, Inc.** (Also referred to as ESP).

Article 2 - Objectives

The objectives and purpose of the association are to promote and advocate the general welfare of the New York State sheep industry and its members. Methods used to accomplish this goal will include but not be limited to:

1. Aid membership in purchase, production and marketing of sheep and sheep products.
2. Maintain a relationship with the national sheep organization.
3. Cooperate with Cornell University, Cornell Cooperative Extension, NYS Dept. of Ag and Markets and other local, state and national agencies and organizations working for the improvement of the sheep industry.
4. Establish and encourage friendly exchange of ideas among its members.
5. Encourage youth participation in breeding, showing, feeding and marketing of sheep and sheep products.

Article 3 - Principal Office

The Board of Directors shall establish the principle office of the Association as the headquarters for the conduct of activities and programs. The Board of Directors may change the principal office when deemed necessary and desirable.

Article 4 - Memberships and Affiliate Organizations

The association shall have memberships and affiliate organizations. Both shall become effective upon payment of applicable annual fees/dues and acceptance of the application for the appropriate status. The designation of such classes and the qualification rights of the members of such classes shall be as follows:

Membership

Any person, firm, partnership, or corporation engaged in the breeding, feeding, or marketing of sheep or sheep products or any person interested in these activities may apply for Membership in ESP by paying the annual fees as specified in Article 5. Application for individual membership must be made in writing to the Secretary of ESP. The Executive Committee shall have the power to accept or reject any application for Membership. Such memberships will be for the calendar year or as established by the Executive Committee.

Affiliate Organization

Any association, cooperative or group primarily representing or providing services to sheep producers may apply for affiliation to ESP by paying the annual fees as specified in Article 5. Application for affiliation must be made in writing to the secretary of the Association. The

Executive Committee shall have the power to accept or reject any application for Affiliation. Affiliations shall be for the calendar year or as established by the Executive Committee.

Article 5 - Annual Dues/Fees

The annual dues for membership and affiliate organizations shall be established by the Board of Directors prior to the annual meeting. The dues schedule shall be in force for only one year at a time and will be adjusted or retained each year by a vote of the Board of Directors. It shall be the duty of the Treasurer to notify each Member of the amount of the dues not later than the first day of the ensuing calendar year.

Article 6 - Meetings of the Association

The annual meeting of ESP shall be held within 90 days after the fiscal year end at such a time and place as designated by the Board of Directors for the purpose of electing officers and transacting such other business as may come before the meeting... Notice of the annual meeting shall be given by publication at least 30 days prior to the date of the meeting. Business conducted at the annual meeting shall include but not be limited to; the election of officers; reports by officers and committee chairs on activities of ESP.

Special Meetings of the Association may be called at any time by the President, a majority of the Executive Committee or by written petition from at least 25 members of ESP. Such petition shall also state the specific business to be considered. Notice of the special meeting shall be given by publication at least 30 days prior to the date of the meeting.

Members present at a duly convened meeting shall constitute a quorum.

A majority of the votes represented at a duly called meeting of ESP shall be necessary to pass any matter on which a vote is taken. Members only shall have voting privileges at the Annual or Special meetings.

The order of business for all meetings of ESP shall be as follows:

1. Call to order
2. Readings of minutes of last meeting
3. Reports of officers
4. Reports of committees
5. Unfinished business
6. New business
7. Adjournment

The order of business of meetings of ESP may be changed at any meeting for that meeting by a majority vote of those Members present. In parliamentary matters, "Roberts Rules of Order" shall govern in all cases to which they are applicable subject to the certificate of incorporation and the by-laws of this association.

Article 7 - Board of Directors

The affairs of the ESP shall be governed by its Board of Directors.

The Board of Directors shall be composed of no less than five members, but no more than twenty members. Directors shall be chosen as follows:

1. Affiliate organizations shall appoint one representative to serve as a director on this board. Such representatives shall serve one year terms and must be a Member in good standing of ESP
2. Directors will be elected from regions of the state. The state shall be divided into six (6) regions as outlined on the map shown in Appendix 1. ESP members in each region will select a representative to serve on the Board of Directors. These representatives must also be Members in good standing of ESP and must reside within the region they represent. Regional representatives shall be elected to three year terms. Terms of the six representatives shall be staggered so that only two will expire in any one year. Any vacancy for regional representative which occurs mid-term may be filled by the Board of Directors, subject to recommendation by the Nominating Committee, for the unfulfilled portion of the current term.
3. Officers of ESP shall be members of the Board of Directors. Officers must be Members in good standing of ESP.
4. Past Presidents of ESP and representatives from the New York State Dept. of Ag and Markets and Cornell University Animal Science Dept. shall serve as ex-officio, non-voting members of the Board.

Directors shall hold office until their successors shall have been elected and qualified. Any vacancy on the Board of Directors which occurs other than through expiration of term of office, may be filled by the Board of Directors, except in the case of directors representing affiliate organizations, in which case the affiliate organization will be requested to fill this position.

The Board of Directors shall meet at least twice during the fiscal year. Meetings shall be held on the call of the president or upon written request of a majority of the Board of Directors. Such meetings may be held at any place designated in the notice of meeting as required by the rules of the Board.

A majority of the Board of Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board.

No director, officer or member of ESP shall receive directly or indirectly, any salary or compensation for services rendered to ESP either as such director or officer or in any other capacity unless authorized by the concurring vote of two-thirds of all the directors. In this manner the Board of Directors shall have the power to fix salaries and compensation for services rendered, which shall also include reimbursement for moneys actually spent while traveling as an employee or agent of ESP.

The Board of Directors may require the treasurer and all other officers, agents, and employees charged by the association with responsibility for the custody of any of its funds or property to give bond with sufficient surety for the faithful performance of their duties. Cost of such bond shall be paid by ESP.

Article 8 - Officers

Officers of ESP shall be: President, Vice-president, Secretary and Treasurer who are elected annually by majority vote of all Members present at the regular annual meeting of ESP. Terms of these positions shall be for one year, or until the next annual meeting. These officers shall perform the duties prescribed by the parliamentary authority adopted by ESP and those prescribed in the bylaws. At the option of the Board of Directors, the positions of Secretary and Treasurer may be combined. Any Member in good standing shall be eligible to serve as an officer.

President

The president shall be the chief executive officer of ESP and shall have those powers, duties and responsibilities prescribed from time to time by the Board of Directors. The president's duties shall include but not be limited to the following:

1. Serve as the official spokesperson for the Association,
2. Preside over all meetings of ESP and executive committee,
3. Call special meetings of ESP, board or executive committee,
4. Appoint the chairman of all standing and special committees,
5. Serve as an ex officio, non-voting member of all ESP committees,
6. Such other duties as may be assigned by the Board of Directors.

Vice-President

The vice-president shall assist the president in the performance of his/her duties, preside at all meetings in the absence of the president and perform such other duties as may be assigned by the Board of Directors. In the event of the incapacity or unwillingness of the president to serve, the vice-president shall assume the powers and responsibilities of the presidency for the term of the incapacity or until the next annual meeting, whichever shall come first.

Treasurer
The treasurer duties shall include the following:

1. Sign as treasurer all checks,
2. Collect and receive all monies due ESP, place such monies in appropriate accounts in the name of ESP and disburse monies therefrom in the payment of the just debts and obligations of ESP,
3. Keep or cause to be kept adequate and correct accounts of the assets, liabilities, receipts and disbursements of ESP. Access to these records shall be made available to any director or officer of ESP and they shall be delivered to the successor in office when elected,
4. Prepare for presentation to and approval of the Board of Directors an annual budget,
5. Make a full report of all matters and business pertaining to this office to the members at the annual meeting and to the directors whenever required, and make all reports required by law,
6. Give bond in the amount requested by the Board of Directors for the faithful discharge of the duties of this office,
7. Perform such other duties as may be required by the Board of Directors, these bylaws or the law.

Secretary
The secretary's duties shall include the following:

1. Keep a complete record of all the meetings of ESP and the Board of Directors,
2. Serve all notices required by law and by these by-laws,
3. Have the custody of the seal of ESP and shall cause the same to be affixed to such instruments on behalf of ESP as shall be directed by the board of directors,
4. Keep a complete list of members and their addresses showing the status of the Membership,
5. Notify the officers and members of committees of their appointment,
6. Perform such other duties as may be required by the Board of Directors, the bylaws or the law

Article 9 - Committees

ESP shall have standing or special committees as deemed necessary or desirable by the president and the board of directors including but not limited to an executive committee, nominating committee, audit committee, and youth activities committee. Standing committees shall serve for one year and other committees shall serve for such period of time as the president desires and designates.

All members of the standing committees or special committees must be current active members of the association.

Executive Committee

The executive committee shall consist of five voting members; the president, vice-president, secretary, treasurer and one member at large elected from the Board of Directors. The immediate past president of ESP and a representative of NY State/Cornell University shall serve as ex-officio, non-voting members of the committee. If the office of secretary and treasurer are combined, a second member at large shall also be elected from the board of directors.

The executive committee shall manage and oversee the operations of ESP. The committee shall control the business and affairs of ESP and make the necessary rules and regulations consistent with the law and these bylaws and direction from the Board of Directors for the management of the business and the guidance of the officers, employees and agents of ESP.

A quorum for a properly called executive committee meeting shall consist of a majority of the committee membership.

Meetings of the committee shall be called by the president not less than twice annually or more frequently if in his or her judgment the business of the association requires it. Upon request of at least two members of the committee, a meeting may be called at any time, providing those requesting the meeting serve notice to the entire membership of the committee together with a detailed list of the objects to be considered or discussed. Notice of all committee meetings shall be made to members no later than two weeks prior to the meeting date.

Nominations Committee

The nominations committee shall consist of three members appointed by the Board of Directors at least one of whom should be a Director. All members of this committee must be Members in good standing of ESP. The duties of the committee are to recommend a slate of officers. The slate of officers will be presented to the membership for election at ESP annual meeting. In addition, the nominations committee will receive requests from Association Members for representation on the Board of Directors for designated regions of the state. The nominations committee will approve candidate(s) for these positions and will supervise a mail ballot among ESP Members residing in each region. This mail ballot should be forwarded to Members at least 30 days prior to the Annual Meeting and allow for votes to be counted at that meeting.

Audit Committee

The audit committee members shall be chosen by the Board of Directors and shall not include the ESP treasurer. At least one member of this committee should be a Director and all members must be Members in good standing of ESP. The committee shall be responsible to review the books and records of ESP including all transactions for the year at least annually. The committee shall report its findings to the Board of Directors annually.

Article 10 - Administrative and Financial

1. ***Fiscal Year*** - ESP's fiscal year shall run from January 1 to December 31 unless otherwise determined by the Board of Directors.
2. ***Financial Statements*** - A cumulative statement showing receipts and expenditures by budget category, and as a comparison with budget, together with a statement of assets and liabilities shall be provided in writing to the Board of Directors annually.
3. ***Conflicts of Interest*** - Directors, elected officers and other officials of ESP shall make every endeavor to be totally circumspect regarding possible conflicts of interest and should, moreover, make every effort to avoid even the appearance of conflict of interest. Verified instances of blatant conflict of interest on the part of Directors, elected officials or other officers of ESP shall be cause for dismissal from office.
4. ***Liability of Members*** - The amount of corporate indebtedness for which the individual members or directors of the corporation shall personally be liable shall not exceed $1.00, all as provided by Section 47 of the Cooperative Corporations Law and the Certificate of Incorporation of this association. Any and all creditors shall look only to the Association's assets for payment.
5. ***Indemnification*** - The Association shall indemnify each director, officer or employee, their heirs, executors and administrators against any and all liability and reasonable expenses that may be incurred in connection with any action, suit or proceedings to which they may be made a party by reason of their being, or having been a director, officer or employee of the corporation.
6. ***Property Interest Upon Termination of Membership*** - If any member shall cease to be a member, any interest it shall have in and to the property, assets and privileges of ESP shall cease and revert to the ESP and such cessation of membership shall operate as a release and assignment to ESP of all the right, title and interest of such member in and to the property, assets and privileges of ESP; provided, however, that any cessation of membership shall not affect any indebtedness of the ESP to such members

Article 11 - Duties and Rights of Members

Members have several rights as well as duties which include but are not limited to:

1. Any Member may withdraw or ESP may drop any Member by giving to the other written notice at least thirty days prior to the first day such notice will be effective. Such withdrawal shall not affect any right or lien which the association has against the retiring Member of their property until the indebtedness to ESP is fully paid.
2. The property rights and interests of each Member in and to the property of ESP shall be determined on the basis of and in proportion to the products sold for the Members by ESP. Such property rights and interest shall be ascertained by the Board of Directors at the close of each fiscal year. Within one month thereafter, ESP shall issue to each Member a certificate of interest setting forth the amount of the value of their property rights and interest, as so ascertained, and as of the close of the fiscal year.

Article 12 - Seal

The seal of the Association shall be in the form of a circle and shall bear the name of the association and the year of its incorporation.

Article 13 - Amendments to the By-laws

New by-laws may be adopted, amended, or repealed, or these by-laws may be amended or repealed upon recommendation by the Board of Directors at any duly called meeting of the association by a two-thirds vote of the Members present.

Appendix 1. Map of regions of New York to be represented on the Board of Directors.