

By-Laws of

Western States Dorper Association (WSDA)

Article I - Name

The name of this association is Western States Dorper Association (WSDA).

Article II - Agent

The agent for this association is James W. Ashmore. The mailing address is 6410 Birdseye Road, Helena, MT 59602. Future locations may be determined from time to time by the board of directors of the Association.

Article III – Purposes

The WSDA was formed on May 29, 2012. At the first annual meeting in Reno, Nevada, on May 31, 2013 the first election was held and the purpose of this organization ratified. The purpose is to:

- Promote and improve the Dorper breeds
- Maintain a WSDA sheep breeders directory
- Provide information on Dorper sheep to any interested persons
- Support breed programs
- Generate growth in membership
- Provide educational opportunities
- Support research and performance testing to improve production, nutrition, and high quality animals
- Plan and offer knowledge sharing, best practices information among WSDA members
- Develop networking structures for marketing strategies, brand exposure, and breed quality awareness
- Use current technology such as a website and/or social media for access and delivery of Association purposes

For the purposes of this document, “Dorper” shall mean both “Dorper” and “White Dorper”.

Article IV – Membership

1. Membership is open to any person, group, farm, ranch or flock interested in advancing the purposes and objectives of the Association and agreeing to uphold and comply with the Association bylaws, policies, and procedures. Interested persons who own Dorper sheep may apply to the board for *voting membership* following established procedures as provided by the Association. Upon completion of the application process and receipt of the membership fee payment, such applicant shall be admitted as a member. The individual requesting a *voting membership* must be 18 years of age or older. *Junior membership* will also be available for youth under 18 years of age without voting rights and without membership fees. *Associate memberships* are available to individuals, groups, or businesses that have an interest in the purposes of this organization.

1.1 Voting Members:

- a. The member meets, understands and agrees to abide by the qualifications of Voting Membership as set forth in Article IV, Section 1.
- b. Annual membership fees are current.
- c. One vote per paid membership.
- d. Privileges of a voting member shall include the right to vote, hold office, have their name listed in the breeders directory on the website, as well as any other privileges that may be offered to voting members.

1.2 Junior Members:

- a. The member meets, understands and agrees to abide by the qualifications of Junior Membership as set forth in Article IV, Section 1.
- b. The member has completed a Junior Member application form with parent or guardian authorized signature.
- c. Junior membership does not include voting privileges.
- d. Privileges of a junior member shall include participation in junior activities hosted by the Association programs and projects, information and knowledge sharing with Association website resources, and participation in education, show, and junior sales activities.

1.3 Associate Members:

- a. The member meets, understands and agrees to abide by the qualifications of Associate Membership as set forth in Article IV, Section 1.
 - b. The member has paid in full the current annual membership fee.
 - c. Associate membership does not include voting privileges.
 - d. Privileges of an associate member shall include participation in all events, online and social media resources, to include listing the associate member logo/name and contact information on our Association website and in published newsletters as requested.
2. The membership fees shall be determined by the board of directors of the Association and must be renewed annually. The board will include on the annual ballot of the annual general membership meeting for ratification any proposed increase of fees over 20%. A justification statement will also be provided by the board to the general membership for all changes to annual membership fees (may be included in the financials of the Association).
 3. Membership may be revoked for cause as determined by the board of directors. A vote of two-thirds of the board is required to revoke membership of a member. In such case, a member shall be given thirty (30) days notice in writing of the date of the hearing set for determining if membership shall be revoked and such member shall be afforded a reasonable opportunity to present his/her contention that he/she continues to qualify for membership. After revocation of membership, a vote of two-thirds of the board shall be required to reinstate any person or entity whose membership has been revoked. Any member whose membership has been revoked shall have no claim against the Association or any interest in the property or assets of the Association.

Article V – Meetings

1. Regular meetings: The board of directors shall hold regular meetings as necessary to discuss the needs of the Association as well as the needs of the individual states within the association.
 - 1.1. The president shall call all board meetings. Agendas and purpose of meetings will be communicated as meeting notices are distributed through e-mail. Meeting progress, minutes, and pending actions will be posted to the Association website. Any board member can present discussion points or agenda requests to the president at any time. The president will prioritize and determine meeting schedules to address discussion or agenda requests. When one meeting will not provide sufficient time to address all requests the president can move agenda items to a subsequent meeting.
 - 1.2. Members of the board of directors or any committee designated by the board of directors or any member who has submitted agenda items may participate in a meeting of the board or committee by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Some meetings or preparatory work may be conducted through online electronic discussion sessions to work out details.
 - 1.3. Two thirds of the board of directors present in person or by proxy shall constitute a quorum for the transaction of business. Any act taken by a majority of the directors present at a meeting at which a quorum is present, including removal of any director and election of his/her successor, shall constitute an act of the board of directors.

2. An annual meeting of the members of the Association shall be held during the second quarter of the calendar year at a time and place designated by the board of directors for the purpose of electing the directors, reviewing the current financial report, and to consider such other business as may properly come before the meeting.
 - 2.1. General dates and locations of annual meetings will be published on the Association website and e-mail notifications no less than 6 months in advance. Agenda items must be submitted by directors and/or interested members no less than 2 months in advance of the meeting. Final agenda will be posted no less than 1 month in advance of the meeting.
 - 2.2. Each voting member present shall be entitled to one vote. Present is defined as in physical attendance at the annual meeting or presentation of sealed ballot to secretary prior to opening of ballots which will transpire before start of annual meeting. Ballots will include all actions requiring the vote of general membership which may include but not be limited to election of board members, amendments, ratification of policies, and other actions.
3. Special meetings shall be held at the call of the president, any three directors, or 30% of the voting membership. At least 15 days' notice shall be given to each member of the specific time and place of all special meetings. Notice shall be by e-mail and posting on WSDA website. Special meetings are intended to deal with specific issues that have been presented to the board. Agendas will be developed and posted by the board of directors prior to the notice of the meeting time and place.
4. Minutes of all meetings will be posted to the website within 7 calendar days after the adjourned meeting.

Article VI – Board of Directors

1. Governing control of the Association shall be vested in the board of directors. The authorized director number will be from 5 to 9 as stated in the Articles of Association.
2. Any person wishing to be a director may nominate themselves by sending a short biography and description as to why they want to serve to the secretary of the Association 2 months prior to the annual meeting.
3. Directors shall be elected by the members of the Association via sealed ballots. Ballots should be returned via mail to the secretary or designated Election Committee no later than 7 days prior to the annual meeting or hand delivered prior to the annual meeting. Director terms will begin immediately upon adjournment of the meeting at which they were elected.
4. Directors shall serve terms of three years with the exception of the first seated board of directors in which one third of them will be elected to three year terms, one third to two year terms, and one third for a one year term. The first seated board of directors will determine which seats will fall into these three staggered terms.
5. Directors may serve no more than two successive terms. After a second elected successive term the board member must wait one full year before being eligible to be nominated for another term.
6. The board of directors may designate from among the board members and other WSDA members one or more committees each consisting of one or more directors, with such duties as the board may see fit.
7. Any one state will not be allowed to have more than three elected board members serving at one time.
8. Two members of the same family or flock/ranch cannot serve on the board at one time.
9. Directors serve without compensation.
10. The board must approve reimbursement of director expenses in advance.
11. The board shall meet prior to the annual meeting to approve the agenda.
12. The new board will meet following the annual meeting to elect new officers and act on issues referred to the board at the annual meeting.
13. The board of directors will develop, approve and follow an annual budget.
14. The board of directors will develop and follow a strategic plan.
15. The board of directors may develop operational policies and procedures as required to standardize operational requirements of the Association.
16. Should a vacancy on the board occur a quorum of the remaining board members will convene to determine appropriate action for filling the seat or whether to wait until the next annual meeting for a general election.

The individual appointed or elected to fill any seat that is vacated prior to its normal staggered term will serve the remaining time of that term.

Insert – Sections 17 – 20 Amended as Board Member Removal Clause, November 25, 2013 (Pending membership ratification at May 2014 Membership Meeting).

17. Directors may be removed from office, with cause, as permitted by and in accordance with the laws of this state. (Montana).
18. A request for removal consideration is presented to the Board of Directors with explanation for removal and associated evidence in writing; may be presented via e-mail or US Postal Service Mail. The senior board officer not included in removal will convene a special board meeting to discuss evidence and need for further research as may be necessary. Upon determination for need to remove member first action will request a voluntary termination. If not agreeable the board members, excluding the requested removal, will convene to conduct a vote for approving the removal. A two thirds majority vote of the board is required to remove the board member.
19. Excessive unexcused absence. Board members who miss three or more regular and/or special meetings without coordinated and communicated excuse constitutes cause for removal from board position.
20. Fraud or financial irresponsible acts. Any board member who commits fraud or any financial irresponsibility when trusted with managing or handling association funds and associated transaction records/receipts is cause for immediate removal. The Association reserves the right to pursue civil or other legal actions to recover any loss or damage to the Association.

Article VII - Officers

1. Officers of the Association shall consist of a President, a Vice-President, Treasurer and Secretary.
2. The board shall elect officers from the eligible members of the board of directors at or immediately following the annual meeting. Officers shall serve a one year term. To be eligible for officer election the board member must complete one full year on the board of directors to be nominated.
3. In the event of an officer vacancy a quorum of board members may convene to elect a new officer with a majority vote to finish out the current term until the officer position is elected at the next annual meeting.

Article VIII – Duties and Authority of Officers

1. President – The President shall be the chief executive officer of the Association, shall set and prioritize the meeting agendas, shall preside at all meetings of the members and of the board of directors, shall have the general and active management of the business of the Association, and shall see that all orders and resolutions of the board of directors are carried into effect.
2. Vice-President – The Vice-President, shall, in the absence of or in the case of the disability of the president, perform the duties and exercise the powers of the president and shall perform other such duties and have such other powers as the board of directors may from time to time prescribe.
3. Secretary – The Secretary shall publish agendas for all meetings, attend all meetings, take minutes, publish minutes on the website, maintain a membership list, and maintain the Association’s website. The secretary shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision she/he shall be.
4. Treasurer – The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors. She/he shall disburse the funds of the Association as may be ordered by the board of directors, taking proper vouchers of such disbursements, and shall render to the president and board of directors, at its regular meetings and or when the board of directors so requires, an account of all his/her transactions as treasurer and of the financial condition of the Association.

Article IX – Amendments to the By-Laws

Amendments to the by-laws may be proposed to the board of directors at any time by any WSDA member or by any of the board members. The board of directors shall review the proposed amendment and make any modifications it deems appropriate. Establishing a two thirds presence or quorum, a majority vote of the board members in favor of the amendment constitutes adoption by the board on behalf of the WSDA. Amendments adopted by the board will be presented to the voting membership at the next annual meeting for ratification by a majority vote. Should the amendment not be ratified by the membership the amendment will be rescinded.

Article X – Fiscal Year

1. The fiscal year of the Association shall be from June 1 to May 31. Membership fees are due by June 30 each year.
2. A financial report shall be presented to the general membership at the annual meeting. This report shall include a year-to-date balance sheet and statement of the receipts and expenditures for the current fiscal year. An audit committee will be appointed at each annual meeting to review the financial statements for accuracy and completeness and conduct a transfer of records into the new board term. The board of directors may fill any casual vacancy of the audit committee.
3. Additional financial reporting will occur at a minimum quarterly or as requested by the board members.
4. The fees and membership dues of the Association are set annually by the board of directors and changes are to be approved by a majority of the membership at the annual meeting. Fees and dues are payable to Western States Dorper Association and forwarded to the secretary.

Article XI– Dissolution of Organization

In the event of the dissolution of the WSDA, its property, funds, and other assets shall be transferred to the American Dorper Sheep Breeders' Society (ADSBS) as it qualifies as tax-exempt under the Internal Revenue Code of the United States. Should the ADSBS not exist or not qualify as tax-exempt, WSDA property, funds, and other assets will be donated to a non-profit organization with similar goals and objectives as determined by the board of directors.

Geographic areas represented by the Western States Dorper Association.

