

## **By-Laws of the Frederick County Sheep Breeders**

**Revised 11/2/2018**

### **Article I. Name**

The Name of the organization shall be Frederick County Sheep Breeders Association (FCSB).

### **Article II. Objectives.**

- A. To provide the members of The FCSB a focal Point for learning more about small ruminants.
- B. To provide a medium for exchange of knowledge in raising small ruminants.
- C. To support meat, dairy and fiber producers.
- D. To support 4-H and FFA activities.
- E. To educate the public.
- F. To cooperate with the County Extension offices in promoting small ruminant programs, and with Superintendents at various events.
- G. To cooperate with the American Lamb Board and the American Sheep Industry.
- H. To support future shearers by offering scholarships to the Maryland Sheep Breeders Association's shearing school via the Pete Creamer Memorial Fund.

**Article III. Membership.** Membership shall be open to any person interested in promoting the above objectives, and is not limited to residents of Frederick County.

### **Article IV. The Board of Directors.**

- A. The elected officers shall be President, Vice President, Secretary, Treasurer and three Directors at large.
- B. The election of officers shall be held at the Association's Annual Membership Meeting, and the term of office shall be two years, starting on January 1<sup>st</sup>. There are no term limits.
- C. The officers shall have and perform the powers and duties pertaining to such offices, and such additional duties as authorized by the Board of Directors. If a Board member is unable to perform their duties or attend a minimum of 2/3 of the Board meetings, the Board of Directors may appoint an interim replacement.
- D. The Board of Directors shall have full responsibility for management of all Association activities and is authorized to take such action as necessary to achieve the above objectives.
- E. The Board of Directors shall hold an annual internal audit of the accounting books. This audit will consist of a minimum of one board member and one general member. This audit shall be conducted by October 15<sup>th</sup> of each year.

## **Article V. Committees**

- A. The President shall appoint such special committees as needed to carry out the objectives of the organization, with the Board's approval.
- B. A user-friendly, relevant, living document webpage shall be maintained. Therefore, a webmaster/service provider shall be appointed by the Board of Directors to develop, update and maintain the FCSB website.
- C. A committee for handling social media shall be appointed by the Board of Directors to develop, update and maintain the FCSB's social media accounts.

## **Article VI. Meetings and Elections**

- A. The organization shall hold an annual meeting. Biennially the meeting will include election of officers.
- B. A schedule of events and meetings shall be established by the Board of Directors and posted on the FCSB website and social media. Any special meeting(s) shall be determined by the Board of Directors, and/or by a group of ten members in good standing, or by any one member in good standing with approval by the Board,

## **Article VII. Fiscal Year, Dues and Voting**

- A. The fiscal year shall be October 1<sup>st</sup> through September 30<sup>th</sup>.
- B. Dues shall be paid annually no later than March 31<sup>st</sup>. If dues are not received by March 31<sup>st</sup>, membership shall be dropped, and the listing removed from the website.
- C. Each membership (whether Individual or Family membership) is entitled to one vote in any election.
- D. Voting is limited to members in good standing attending the meeting where a vote is taken. A motion shall pass when 2/3 of the membership indicated above votes in the affirmative.
- E. Proxy voting is permitted. A proxy request must be submitted to the Secretary one week prior to the meeting.
- F. Dues must be current to be a voting member.
- G. Membership will include a member's listing, photos and updates on the FCSB website, as well as a listing in the biennial FCSB Membership Directory, unless a member specifically opts out.
- H. Amount of Annual Dues shall be determined by the Board of Directors according to the needs of the organization.
- I. A registry of paid memberships shall be maintained by the Treasurer, and a copy forwarded to the Board of Directors by April 15<sup>th</sup> each year.

### **Article VIII. Amendments**

- A. These By-Laws may be amended at any regular membership meeting or any special membership meeting called for that purpose, upon a two thirds affirmative vote of the members in good standing as indicated in Article IV section D

### **Article IX. Rules of Order**

- A. Robert's Rules of Order shall govern the conduct of meetings in all cases not specifically covered by these By-Laws.

### **Article X. Dissolution**

The organization may be dissolved at any time by recommendation of the Board of Directors and approved in writing by two-thirds of the members in good standing indicated in Article IV Section D. In the event of the dissolution, whether voluntary or involuntary or by operation of the law, none of the assets shall be distributed to any member. After payment of all debts, all property and assets shall be given to an agriculture-related 501 (c)(3) or 501 (c)(5) non-profit organization, as approved by the Board of Directors.