

**BY-LAWS**  
**OF**  
**TENNESSEE SHEEP PRODUCERS ASSOCIATION**

**ARTICLE I - Purposes and Powers**

The purpose for which this corporation, hereinafter called the “association” is formed, and the powers which it may exercise are those set forth in the articles of incorporation of the association.

**ARTICLE II - Members**

**Section 1. Qualifications -**

1. **In-state member** - Any person, firm, partnership, or corporation who is a producer of sheep within the State of Tennessee, and who pays such annual membership fees and meets such other uniform conditions as may be prescribed by the board of directors.

2. **Out-of-state member** - Any person, firm, partnership, or corporation who is a producer of sheep outside the State of Tennessee, and who pays such annual membership fees and meets such other uniform conditions as may be prescribed by the board of directors.

3. **Associate member** - Any person, firm, partnership, or corporation interested in sheep who pays such annual membership fees and meets such other uniform conditions as may be prescribed by the board of directors.

4. **Junior member** - In-state members who are active Tennessee 4-H or FFA members shall be considered members of the Tennessee Junior Sheep Producers Association.

The board of directors shall have the power to approve or elect any applicant to membership and determine the amount of the annual membership fees.

**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 III - Meetings of Members**

**Section 1. Fiscal year** - The fiscal year of this association shall commence on the first day of January and end on the last day of December.

**Section 2. Annual meeting** - The annual meeting of the members of this association shall be held in the City of Nashville, State of Tennessee, or at any other place in Tennessee which the board of directors shall designate, at 10:00 o'clock A.M., on the fourth Wednesday in February of each year, or on any date or place in Tennessee which the board of directors shall designate at least thirty days in advance of the date specified above.

**Section 3. Special meetings** - Special meetings of the members of the association may be called at any time by order of the board of directors, and shall be called at any time upon the written request of at least ten (10) percent of the members, provided, however, that they file a petition stating the specific business to be brought before the association and demand a special meeting. The request shall state the time, place and object of the meeting.

**Section 4. Notice of meeting** - Written or printed notice of every regular and special meeting of members shall be prepared and mailed to the last known post office address of each not less than ten (10) days before such 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 5. Voting** - At any meeting, each in-state and junior member who has paid in-state dues

shall be entitled to one vote, and may vote either in person or by proxy. Out-of-state and associate members are not entitled to vote. Any member of record entitled to vote may be represented and vote by proxies or proxies appointed by an instrument in writing. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless instrument shall otherwise provide. Such instrument shall be delivered to the secretary of the association. Form to be used in designating proxy may be obtained from the secretary of the association.

**Section 6. Quorum** - 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 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 7. 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 officers
6. Unfinished business
7. New business
8. Adjournment

#### **ARTICLE IV - Directors and Officers**

**Section 1. Number and qualifications of directors** - The business and affairs of the association shall be managed and controlled by a board of ten directors, each of whom shall be an in-state member of this association, and the President of the Tennessee Junior Sheep Producers Association.

**Section 2. Election of directors** - Three directors shall be elected at each annual meeting for three year terms. Directors may be elected to succeed themselves twice before being automatically retired for at least one year. Directors shall hold office until their successors have been elected and qualified. At least two members shall be nominated for each directorship. All directors shall be elected by secret ballot and the nominee receiving the greatest number of votes shall be elected. There shall be one (1) ex officio member of the board of directors. This person will be a representative of the University of Tennessee Extension Animal Science faculty to be appointed by the Head of the Animal Science Department of the University of Tennessee.

**Section 3. Election of officers** - The board of directors shall meet within ten (10) days after each annual election and shall elect by ballot a president, vice-president, secretary, and treasurer or a secretary-treasurer, each of whom shall hold office until the election and qualification of his successor unless earlier removed by death, resignation, or for cause. The president and vice-president only need be members of the board of directors. Notice of such meeting is hereby dispensed with.

**Section 4. Vacancies** - Whenever a vacancy occurs on the board of directors, other than from the expiration of a term of office, the remaining directors shall appoint a member to fill the vacancy until the next regular meeting of the members.

**Section 5. Special meeting** - A special meeting of the board of directors shall be held whenever called by the president or by a majority of the directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the same, addressed and delivered to the secretary, and shall state the time and place of such meeting, and the matters to be acted upon. Upon signing of a waiver of notice of a meeting by all the directors, a meeting of the board of directors may be held at any time.

**Section 6. Notice of board meetings** - Notice of special meetings of the directors shall be mailed by the secretary to each director at least five (5) days prior to the time of such meeting, or notice may be

telegraphed or telephoned to each director at least two (2) days prior to the time of such meeting, and notice of such special meetings shall state the purpose thereof.

**Section 7. Quorum** - A majority of the board of directors shall constitute a quorum at any meeting of the board.

#### **ARTICLE V - Duties of Directors**

**Section 1. Management of business** - The board of directors shall have general supervision and control of the business and the affairs of the association and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and the guidance of the members, officers, employees and agents of the association. They shall have installed an accounting system which shall be adequate to the requirements of the business, and it shall be their duty to require proper records to be kept of all business transactions.

**Section 2. Employment of manager** - The board of directors shall have power to employ or to authorize the employment of a manager and such other employees as may be deemed necessary, and to fix their compensation. The manager shall have charge of the business of the association under the direction of the board of directors. No director shall serve as manager.

**Section 3. Bonds and insurance** - The board of directors may require the manager and all other officers, agents and employees charged by the association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds shall be furnished by a responsible bonding company and approved by the board of directors, and the cost thereof shall be paid by the association. The board of directors shall provide for the adequate insurance of the property of the association, or stored by it, and not otherwise adequately insured, and in addition, adequate insurance covering the liability for accidents to all employees and the public.

**Section 4. Audits** - At least once in each year the board of directors may secure the services of a competent and disinterested public auditor or accountant, who shall make a careful audit of the books and accounts of the association and render a report in writing thereon, which report shall be submitted to the members of the association at their annual meeting. This report shall include at least (1) a balance sheet showing the true assets and liabilities of the association; (2) an operating statement for the fiscal period under review which shall show the total income received and total expenditures therefrom during the period; (3) an itemized statement of all expenses for the period under review.

**Section 5. Depository** - The board of directors shall have the power to select one or more banks to act as depositories of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks and the person or persons signing such checks and form thereof at will.

**Section 6. Membership certificate** - The board of directors shall cause to be issued appropriate certificates of membership.

#### **ARTICLE VI - Executive Committee**

**Section 1. Powers and duties** - The board of directors may at its discretion appoint from its own membership an executive committee consisting of three members and determine their tenure of office and their powers and duties. The executive committee shall have such powers as may, from time to time, be prescribed by the board of directors and these duties and powers may be all of the duties and powers of the said board of directors. Subject to the general direction, approval, and control of the board of directors. Copies of the minutes of any meeting of the executive committee shall be mailed to all directors within seven (7) days following such meeting.

#### **ARTICLE VII - Duties of Officers**

**Section 1. Duties of president** - The president shall (1) preside over all meetings of the association and of the board of directors, (2) call special meetings of the board of directors, (3) perform all

acts and duties usually performed by an executive and presiding officer, and (4) sign all membership certificates, and such 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 checks, contracts, and other instruments in writing on behalf of the association. The president shall perform such other duties as may be prescribed by the board of directors.

**Section 2. Duties of the vice-president** - in the absence or disability of the president, the vice-president shall perform the duties of the president, provided, however, that in case of death, resignation, or disability of the president, the board of directors may declare the office vacant and elect a successor.

**Section 3. Duties of secretary** - The secretary shall keep a complete record of all meetings of the association and of the board of directors and shall have general charge and supervision of the books and records of the association. The secretary shall sign all membership certificates with the president and such other papers pertaining to the association as authorized or directed to sign by the board of directors. The secretary shall serve all notices required by law and these by-laws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. The secretary shall keep the corporate seal and the book of blank membership certificates, complete and countersign all certificates issued, and affix the corporate seal to all papers requiring a seal. The secretary shall keep complete membership certificate records and shall act as secretary of the executive committee. The secretary shall make all reports required by law and shall perform such other duties as may be required by the association or the board of directors. Upon the election of a successor, the secretary shall turn over to that person all books and other property belonging to the association that may be in the secretary's possession.

**Section 4. Treasurer** - The treasurer shall perform such duties with respect to the finances of the association as may be prescribed by the board of directors.

#### **ARTICLE VIII - Duties of Manager**

**Section 1. In general** - Under the direction of the board of directors, the manager shall have general charge of the ordinary and usual business operations of the association, including the purchasing and handling of all supplies needed by the association. The manager shall, so far as practical, endeavor to conduct the business in such a manner that the members and patrons will receive just and fair treatment. The manager shall deposit all money belonging to the association in the name of the association in a bank selected by the board of directors, and if authorized to do so by the board of directors, shall make all disbursements by check therefrom for the ordinary and necessary expenses of the business in the manner and form prescribed by the board of directors. Upon the appointment of a successor, the manager shall deliver to that person all money and property belonging to the association which is in the manager's possession or over which the manager has control.

**Section 2. Duty to account** - The manager shall be required to maintain records and accounts in such a manner that the true and correct condition of the business may be ascertained therefrom at any time. The manager shall render annual and periodical statements in the form and in the manner prescribed by the board of directors and shall carefully preserve all books, documents, correspondence and records of whatever kind pertaining to the business.

**Section 3. Control of employees** - Subject to the approval of the board of directors the manager shall employ, supervise, and dismiss all agents and employees of the association.

#### **ARTICLE IX - Operating Funds**

**Section 1. Expense allocation** - From the receipts of the association there shall be deducted the actual costs and expenses of operation, including wages, salaries, equipment, materials or supplies, taxes, bonds, and insurance, interest, repairs, depreciation, and any other costs or expenses of the association, and any balance shall be retained in a reserve for contingencies.

#### **ARTICLE X - Dissolution**

**Section 1.** Upon dissolution or winding up 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 Tennessee 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 XI - Miscellaneous Provisions**

**Section 1. By-laws printed** - After adoption, these by-laws, preceded by the articles of incorporation, shall be printed in pamphlet form and a copy thereof shall be available to each member and to each person who may later become a member of the association hereafter as shown on the books of record.

**Section 2. Seal** - The seal of the association shall contain these words and figures: "Tennessee Sheep Producers Association, incorporated, 1955", in circular form, the impress of which is placed hereon.

#### **ARTICLE XII - Amendments**

If notice of the character of the amendment proposed has been given in the notice of the meeting, these by-laws may be altered or amended at any regular or special meeting of the members by the affirmative vote of a majority or more of the members present or voting by proxy.

**Amended October 28, 1989**

**Amended December 1, 2007**