

2020 Proposed Amendments to the United Suffolk Sheep Association (USSA) Bylaws

Listed below are proposed changes to the USSA bylaws. Both the current and proposed language are presented. Please approve or disapprove each individual section by marking the “approve” or “disapprove” box. Please return ballot to the USSA Office in the addressed envelope.

ARTICLE III. MEMBERSHIP.

Current Language

Section 1. General Qualifications. Any owner and registrant of Suffolk or percentage Suffolk in the United Suffolk Sheep Association may become a member; provided that each owner and registrant shall be represented by but one membership whether such owner and registrant are an individual, partnership, corporation, association or other entity. To be a member in good standing for purposes of voting in Association elections, a member must: (1) have paid dues for the current year, (2) have no outstanding financial obligation to the Association more than sixty (60) days past due, (3) currently own Suffolk sheep and (4) have registered sheep in the United Suffolk Sheep Association within the last fiscal year. Individuals wishing to become Associate members of the Association may do so simply by paying annual dues. Associate members cannot vote in Association elections.

Proposed Language

Section 1. **Membership Eligibility.** ~~General Qualifications.~~ Any owner and registrant of Suffolk or percentage Suffolk in the United Suffolk Sheep Association ~~may~~ **shall** become a member; provided that each owner and registrant shall be represented by but one membership whether such owner and registrant are an individual, partnership, corporation, association or other entity. To be a member in good standing for purposes of voting in Association **matters** ~~elections~~, a member must: (1) have paid dues for the current year, (2) have no outstanding financial obligation to the Association more than sixty (60) days past due, (3) currently own Suffolk sheep and (4) have registered sheep in the United Suffolk Sheep Association within the **past 12 months** ~~last fiscal year~~. ~~Individuals wishing to become Associate members of the Association may do so simply by paying annual dues. Associate members cannot vote in Association elections.~~

Note from the USSA Board on proposed change: The proposal changes language to clarify and resolve membership voting issues.

APPROVE

DISAPPROVE

Current Language

None.

Proposed Language

Section 2. Associate Membership. Individuals or legal entities which do not meet the eligibility requirements of Section 1 and have paid annual dues shall be considered Associate members. Associate members shall have all rights, duties and privileges of membership except the right to vote.

Note from the USSA Board on proposed change: The proposal simply adds a new Section devoted solely to Associate membership with no changes to Associate membership rights or duties.

APPROVE

DISAPPROVE

Section 2. Junior Membership.

Updates to section 3

Current Language

Section 2. Junior Membership. The Board of Directors shall have the authority to establish a separate membership class for junior members with such limitations and qualifications as the Board shall establish from time to time; provided, however the such junior member shall have no voting rights. Details on Junior Membership are described in the United Suffolk Sheep Association Junior Membership Bylaws.

Proposed Language

~~Section 2.3. Junior Membership. The Board of Directors shall have the authority to establish a separate membership class for junior members with such limitations and qualifications as the Board shall establish from time to time; provided, however the such junior member shall have no voting rights. Details on Junior Membership are described in the United Suffolk Sheep Association Junior Membership Bylaws.~~ **Junior membership shall constitute a separate membership class. Junior membership is open to anyone who hasn't reached his/her 22nd Birthday on January 1st of the current membership year. Junior members shall have no voting rights. The United Junior Suffolk Sheep Association, as presently established, shall be an affiliate organization of the United Suffolk Sheep Association subject to such limitations and qualifications as the Board of Directors of the United Suffolk Sheep Association shall prescribe. The Board of**

Directors shall appoint adult liaison officer(s) to act as Junior Coordinator(s) as deemed necessary. Any organizational document of the Junior Association, including the Constitution and Bylaws, shall be subject to approval of the Board of Directors of the United Suffolk Sheep Association.

Note from the USSA Board on proposed change: This language clarification is based on advice the board received from legal counsel. It is modeled after similar language used by the American Angus Association and the American Boer Goat Association. This revision provides a clearer structure of how the United Junior Suffolk Sheep Association and junior members fit within the United Suffolk Sheep Association.

APPROVE

DISAPPROVE

Section 3. Members that are not individuals.

Updates to section 4

Current Language

Section 4. Voting Rights. Each member of the Association in good standing, other than Junior members, shall be entitled to one vote on each matter submitted to a vote of the membership. A member may vote either in person or by proxy appointed in writing by the member or his duly authorized attorney-in-fact. An appointed proxy must be a member of the Association. No proxy shall be valid after 90 days from the date of its executing, unless otherwise provided in the proxy.

Proposed Language

Section 4-5. Voting Rights. Each member of the Association in good standing, other than **Associate Members and** Junior members, shall be entitled to one vote on each matter submitted to a vote of the membership. A member may vote either in person or by proxy appointed in writing by the member or his duly authorized attorney-in-fact. An appointed proxy must be a member of the Association. No proxy shall be valid after 90 days from the date of its executing, unless otherwise provided in the proxy.

Note from the USSA Board on proposed change: The proposal shows Associate members along with Junior members as those members with no voting rights. There is no change to Associate members as Associate members had no voting rights previously.

APPROVE

DISAPPROVE

Section 5. Membership dues and service fees....

Updates to Section 6.

Section 6. Withdrawals. ...

Updates to Section 7

ARTICLE V. DIRECTORS.

Current Language

Section 2. Number and Qualifications. The Board of Directors shall consist of twelve members of the Association in good standing. Prior to declaring their candidacy, a member must have registered sheep with the Association in the calendar year of their candidacy and in each of the immediate prior two calendar years. The Secretary shall ascertain the qualification of the candidate prior to placing their name on the ballot and shall report any unqualified candidates to the President. Directors must continue to register sheep in each and every calendar year while serving on the board. Additionally, any Director who fails to register sheep in each and every calendar year while serving on the Board as required shall be removed from the Board by the Board of Directors. The Board of Directors shall establish the method of election and appropriate steps to ensure that all members are represented.

Proposed Language

Section 2. Number and Qualifications. The Board of Directors shall consist of twelve members of the Association in good standing. ~~Prior to declaring their candidacy, a~~ A member must have registered sheep with the Association in the calendar year **12 months preceding the declaration of their candidacy** and ~~in each of the immediate prior two calendar years.~~ **24 months** ~~two calendar years.~~ The Secretary shall ascertain the qualification of the candidate prior to placing their name on the ballot and shall report any unqualified candidates to the President. Directors must continue to register sheep in each and every calendar year while serving on the board. Additionally, any Director who fails to register sheep in each and every calendar year while serving on the Board as required shall be removed from the Board by the Board of Directors. The Board of Directors shall establish the method of election and appropriate steps to ensure that all members are represented.

Note from the USSA Board on proposed change: The proposal clears up past confusion concerning eligibility to be a candidate for the Board of Directors.

APPROVE

DISAPPROVE

Current Language

Article V. Directors

Section 3. Term of Office. The twelve members of the Board of Directors shall be elected from four districts. Three Directors shall be elected from each district. The four districts shall be initially established as follows: District 1. Alaska, Hawaii, Washington, Oregon, California, Idaho, Nevada, Arizona, Utah, Wyoming and Montana. District 2. North Dakota, South Dakota, Nebraska, Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana, Mississippi, Alabama and Tennessee. District 3. Minnesota, Iowa, Wisconsin, Illinois and Kentucky. District 4. Michigan, Indiana, Ohio, West Virginia, Pennsylvania, New York, Vermont, Maine, New Hampshire Massachusetts, Rhode Island, Connecticut, New Jersey, Delaware, Maryland, Virginia, Georgia, North Carolina, South Carolina, and Florida. To provide equal representation to members, it is intended that these districts have substantially the same number sheep registered with the Association each year. The Directors may from time to time move one or more states to contiguous districts to equalize the numbers of registrations in each district.

The term of office of the Directors shall be three years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself, except that no person shall consecutively serve more than two three-year terms. Following service of two consecutive three-year terms, a member would again be eligible for election to the Board of Directors at the first election following the end of the most recent term served by that former Director. Not more than two Directors residing in any one state may serve on the Board at any one time and all Directors must reside in the district which they represent.

Proposed Language

Article V. Directors

Section 3. Term of Office. The twelve members of the Board of Directors shall be elected from four districts. Three Directors shall be elected from each district. The four districts shall be initially established as follows: District 1. Alaska, Hawaii, Washington, Oregon, California, Idaho, Nevada, Arizona, Utah, Wyoming and Montana. District 2. North Dakota, South Dakota, Nebraska, Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana, Mississippi, Alabama and Tennessee. District 3. Minnesota, Iowa, Wisconsin, Illinois and Kentucky. District 4. Michigan, Indiana, Ohio, West Virginia, Pennsylvania, New York, Vermont, Maine, New Hampshire Massachusetts, Rhode Island, Connecticut, New Jersey, Delaware, Maryland, Virginia, Georgia, North Carolina, South Carolina, and Florida. ~~To provide equal representation to members, it is intended that these districts have substantially the same number sheep registered with the Association each year. The Directors may from time to time move one or more states to contiguous districts to equalize the numbers of registrations in each district.~~ **To provide equal representation for all members, each district shall have approximately the same average number of voting members represented by each Director. The Directors shall periodically and not less than every 5 years, review and revise each district by moving one or more states to contiguous districts in order to equalize membership representation in each district.**

The term of office of the Directors shall be three years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself, except that no person shall consecutively serve more than two three-year terms. Following service of two consecutive three-year terms, a member would again be eligible for election to the Board of Directors at the first election following the end of the most recent term served by that former Director. Not more than two Directors residing in any one state may serve on the Board at any one time and all Directors must reside in the district which they represent.

Note from the USSA Board on proposed change: Under our existing bylaws, Districts are supposed to be roughly equal in terms of the number of registered sheep in each district. As registrations have declined over the years, we now have a pretty wide disparity in number of registered sheep among the districts which would require fairly drastic changes in order to comply with our bylaws. The proposed language change would establish districts based on voting members per district rather than by registrations per district, which would make redistricting easier. The change would also require the Board to periodically update the districts based on membership numbers to avoid getting us into a situation with such a big disparity between districts.

APPROVE

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ARTICLE X. GENERAL PROVISIONS.

Current Language

Section 8. Amendments. These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted by the vote of two-thirds of the members in good standing who cast mail ballots on such matter; provided, however, that the Bylaws shall not be altered, amended or repealed or new Bylaws be adopted unless the number of ballots cast would have been sufficient to constitute a quorum at a duly held meeting of the members. An official ballot containing the proposed amendments shall be mailed to each member

with a postmark dated not less than thirty (30) days prior to the annual meeting. To vote on the amendments, a member must return the ballot to the Association's designated location in an envelope postmarked at least ten days prior to the date of the annual meeting.

Proposed Language

Section 8. Amendments. These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted by the vote of two-thirds of the members in good standing who cast mail ballots on such matter; provided, however, that the Bylaws shall not be altered, amended or repealed or new Bylaws be adopted unless the number of ballots cast would have been sufficient to constitute a quorum at a duly held meeting of the members. An official ballot containing the proposed amendments shall be mailed to each member of the association by September 1 of that year. To vote on the proposed bylaw changes, a member must return their ballot to the association office, postmarked by October 1 of that year and received in the Association office no later than October 15 of that year. ~~with a postmark dated not less than thirty (30) days prior to the annual meeting. To vote on the amendments, a member must return the ballot to the Association's designated location in an envelope postmarked at least ten days prior to the date of the annual meeting.~~

Note from the USSA Board on proposed change: The proposal revises ballot mailing requirements to assure that ballots are received prior to the annual meeting.

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