

HAWAII SHEEP AND GOAT ASSOCIATION

CONSTITUTION AND BY-LAWS

ARTICLE I.

SECTION 1. This shall be a non-profit organization, known as the HAWAII SHEEP AND GOAT ASSOCIATION. All funds raised or otherwise accumulated will be used in furtherance of the HAWAII SHEEP AND GOAT ASSOCIATION programs and projects.

SECTION 2. The object of this association shall be to carry on educational and promotional work to foster and encourage the breeding, raising, showing and marketing of sheep and goats and sheep and goat products.

ARTICLE II.

MEMBERSHIP

SECTION 1. MEMBERSHIPS

- (a) REGULAR MEMBER - Any producer of sheep or goats who has an interest in sheep or goats in the state of Hawai'i can become a member. Each member agrees to Constitution and By-Laws of the Association and must pay such membership fees and meet such other conditions as may be prescribed by the Board of Directors. Membership in the Hawaii Sheep and Goat Association will have one vote per membership.
- (b) YOUTH MEMBER - Any youth members active in FFA or 4-H desiring membership in the Association
- (c) ASSOCIATE MEMBER - Any person, firm or organization interested in the advancement of educational and promotional work in connection with the production and marketing of sheep or goats and sheep or goat products may become an associate member by filing an application for such membership, obtaining due approval by the Board of Directors and submitting payment of prescribed dues.
- (d) CORPORATE MEMBER - Any family farm or corporate farm or business involved in sheep and goat production, processing or marketing can become a member. The Corporate Membership can be applied to up to four people "employed" by the member farm for the purposes of discounted workshop rates. ***Added by membership vote at 2014 Annual meeting

SECTION 2. Any person, firm or organized group eligible for membership shall file a request with the Secretary/Treasurer. The Secretary/Treasurer may require evidence of good character and business integrity from the applicant.

SECTION 3. Each membership application shall be accompanied by a fee listed below, which shall be the membership dues for one calendar year (January 1 to December 31), unless otherwise determined by the members at the annual meeting.

- (a) Member \$15.00
- (b) Youth Member 5.00
- (c) Associate Member 25.00
- (d) Corporate Member. 50.00

SECTION 4. Upon receipt of the membership application and fee the name shall be placed on the roll.

SECTION 5. Regular and Associate memberships, being in the form of annual dues paid, are not transferable.

SECTION 6. Regular and Associate memberships in this Association shall be for one year and may be renewed by payment of the annual dues.

SECTION 7. VOTING RIGHTS - Each Regular member (not Associate or Youth) shall have one vote and only one vote at all meetings of the membership of the Association on each question presented. Firms, partnerships, corporations, associations and organizations, shall be entitled to only one vote each, the same as an individual, and may be represented by an individual, associate, officer or member thereof, duly authorized in writing. Proxy voting shall not be allowed.

SECTION 8. LIABILITY - Except for debts lawfully contracted between them and the Association, no member shall be liable for the debts of the Association.

ARTICLE III ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. At the first annual meeting six (6) board members will be elected from the general membership. In the first Board of Directors meeting after the annual meeting, the Board members shall elect a President and Vice-President each for a one-year office term. At the first Board Meeting after the first organizational meeting, the President and Vice-President will be given the two (2) one-year board terms. Thereafter, board members will be elected for a three year board term. The President and Vice-President may succeed themselves. One representative from the University of Hawai'i at Hilo, College of Tropical Agriculture will serve on the Board of Directors in a non-voting advisory capacity. The Board of Directors shall appoint a Secretary/Treasurer to be considered a semi-permanent position, subject to annual approval of the membership at the annual meeting.

SECTION 2. VACANCIES on the Board of Directors may be filled by appointment by the Board members at any time. Board members so appointed shall hold office for the unexpired term created by the vacancy and until their successors are elected and qualified.

ARTICLES IV DUTIES OF OFFICERS

- SECTION 1. Duties of the President. The President shall: (1) call and preside over all meetings of the Association and of the Board of Directors, (2) perform all the acts and duties usually performed by an executive and presiding officer, and (3) sign all such papers of the Association as may be 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 Past President. The Past President is a one (1) year term on the Board of Directors as an advisory non-voting member after his/her term of the Presidency has expired.
- SECTION 3. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall prepare a report for each regular or special meeting or committee meeting, ready minutes of the meetings, carry on correspondence for the Association, maintain an accurate report of funds held, received and distributed, shall hold any monies in checking and savings accounts under the name of the Hawaii Sheep and Goat Association as directed by the Board of Directors. The Treasurer's books shall be audited prior to the annual meeting by a person or persons appointed by the President. The Secretary/Treasurer will coordinate the preparation and mailing of a quarterly newsletter and handle all other membership mailings. The Secretary/Treasurer is a voting member of the Board.

ARTICLE V COMMITTEES

- SECTION 1. All committees are to be appointed by the President unless otherwise determined by the Board of Directors. Prior to the annual meeting, the President shall appoint a three-member nominating committee for the expiring Board members.

ARTICLE VI MEETINGS

- SECTION 2. The meetings of the Association shall be held at such time and such place as shall be decided by the President and Directors. A notice of the annual meeting shall be mailed to the membership by the Secretary/Treasurer at least three (3) weeks in advance of such meeting.
- SECTION 3. Those members in good standing, present in person, shall constitute a quorum for the transaction of business at any regular meeting of the membership.

ARTICLE VII MAIL VOTE BY DIRECTORS

SECTION 1. In all matters pertaining to the business of the Association, where a meeting of the Board of Directors is not convenient or feasible, the President may, at his/her option, call for a vote of the Directors by mail.

ARTICLE VIII
TIE VOTE

SECTION 1. In case of a tie vote of the Directors, the President shall decide the issue.

ARTICLE IX
AMENDMENTS

SECTION 1. The Constitution and By-Laws of the Association may be amended by a two-thirds (2/3) majority vote of the members present at the annual meeting of the membership, providing the proposed amendment is submitted to the active members of the Association three (3) weeks prior to the date of the annual meeting.

ARTICLE X
ORDER OF BUSINESS

SECTION 1. The order of business at all meetings of the members, except special meetings shall be:

- a) Call to Order
- b) Reading of Minutes
- c) Report of Officers
- d) Report of Committees
- e) Unfinished Business
- f) New Business
- g) Elections

RATIFIED BY THE MEMBERSHIP AT THE ANNUAL BUSINESS MEETING ON

NOVEMBER 9, 2013.

CHANGES MADE BY MEMBERSHIP NOVEMBER 1, 2014