

Dairy Sheep Association of North America

Constitution and By-Laws

EFFECTIVE: JUNE 26, 2002
REVISION #11 DATE: DECEMBER 30, 2020

ARTICLE I – NAME AND LOCATION

SECTION 1 – NAME AND STRUCTURE

The organization shall be known as the Dairy Sheep Association of North America (DSANA), hereinafter referred to in these by-laws as “DSANA”. DSANA shall operate as a non-profit Wisconsin corporation, formed under Section 501c(5) of the Internal Revenue Code.

SECTION 2 – PRINCIPAL OFFICE

The principal office of DSANA is domiciled at the address location of the current Treasurer as provided in the annual official records report discussed in Article IV, Section 1, para f. Corporate Records.

ARTICLE II – VISION AND MISSION

SECTION 1 – VISION

“The North American resource for sheep milk producers and processors”

SECTION 2 – MISSION

DSANA strives to grow the sheep dairy industry through education, promotion, and community building by:

- a. providing tools for dairy sheep management by educating, supporting and encouraging new and established sheep milk dairies, farmsteads and artisanal sheep milk cheese-makers,
- b. building community among producers of sheep milk and cheese makers by encouraging cooperation and exchange of information,
- c. also promoting the products manufactured from sheep milk,
- d. helping producers organize activities for the genetic improvement of dairy sheep,
- e. endeavor to inform and educate the public as to the merits and availability of sheep dairy products, and
- f. striving to help foster international understanding and the free exchange of ideas between North American based producers and producers abroad.

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ARTICLE III – OPERATING PHILOSOPHY

DSANA welcomes all current or future sheep dairy producers, artisanal farmstead cheese producers, sellers, suppliers, industry professional, academic researchers with an interest in sheep dairying, dairy genetics, sheep milk cheese production, and sheep milk-based product development. DSANA also welcomes any individual who is a friend of the sheep dairy industry.

ARTICLE IV – OFFICERS AND DIRECTORS

SECTION 1 – BOARD OF DIRECTORS

- a. **Structure.** The Board of Directors shall consist of twelve (12) Directors elected from among the active members by a majority vote of the voting members. Board of Director Elections will be held at the Annual General Membership Meeting for all members attending, with mail-in/email ballots accepted for members unable to attend. Hereinafter, the term “Board” shall be used to denote the Board of Directors. The Board will open nominations for board members to the general membership no less than eight (8) weeks prior to the Annual Meeting.
- b. **Term.** The term of each Director shall be fixed at four (4) years. The Director terms shall be staggered in such a manner as to ensure that at least two (2) Directors are elected to the Board each year. At inception, the founding members will vote to elect nine (9) Directors. The Board of Directors shall assign terms at its discretion to the founding Directors so as to comply with the term lengths outlined above. A Director may not serve for more than two consecutive terms unless confirmed by a 2/3 majority of the voting membership.
- c. **Term.** Each Director shall be elected for a term of four (4) years. After completing a four-year term Directors may be nominated and duly elected to fill additional term(s) at the will of the membership.
- d. **Compensation.** Directors shall not receive compensation for their services as Directors. A Director, however, may receive compensation for services rendered in the capacity of subcontractor or consultant, but may not serve as an operating officer, other than that of Director.
- e. **Quorum.** At a meeting of the Board of Directors, seven (7) Directors present shall constitute a quorum. If a quorum is present, the acts of the majority of the Directors present shall be the acts of the Board. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting without further notice until such time as a quorum is present.
- f. **Power and Authority.** The Board of Directors shall have general charge and management of the affairs, funds and property of DSANA. The Board shall have full power and authority, and it shall be the Board’s duty, to carry out the purposes of DSANA according to these By-Laws, and to carry out all other duties and exercise the powers set forth in these By-Laws. The Board is charged with overall direction of the activities of DSANA, which authority may be delegated to appropriate officers, managers and any other consultants as determined to be appropriate of DSANA.
- g. **Corporate Records.** The Board of Directors shall present within 60 days of the annual general membership meeting updated planning and management documents to move DSANA forward into the next year and continued vision. This should include policies, procedures, budget and strategy documents encompassing the DSANA Corporate Records.
- h. **Dues.** The Board of Directors shall have the power to establish and modify the dues structure for the purpose of funding operations of DSANA. Changes to the due structure shall be reported to the general membership in writing. Said changes shall be recorded in the Corporate Record under DSANA Policies in lieu of future amendments to the By-Laws solely for this purpose.

- i. **Board Increase.** The Board of Directors may vote to increase the number of members on the Board of Directors as provided in Article 4 Section 1 BOARD OF DIRECTORS of these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled as defined in Article 4 Section 6 B. Vacancies of these bylaws and must be structured as required in Article 4, Section 1 BOARD OF DIRECTORS.

SECTION 2 – OFFICERS

- a. **Structure.** The officers of the Board shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Vice Treasurer. Upon completion of the annual meeting with any newly elected board members the Board of Directors for the New Year shall convene within 30 days to present and select a slate of board officers to fill any vacant officer seat. Upon board election of officers being complete the newly elected executive committee will assume their respective roles for the New Year.
- b. **Term.** Each Officer shall be elected for a term of two (2) years. No Officer shall serve for more than two (2) consecutive terms in the same office, unless approved by a two-thirds vote of the Board of Directors.
- c. **Compensation.** Officers shall not receive compensation for their services as Officers. An Officer, however, may receive compensation for services rendered as a subcontractor but not an employee in a capacity other than that of Officer.

SECTION 3 – OFFICER DUTIES

- a. **Duties of the President.** The President shall preside at all meetings of the Members, of the Board of Directors and of the Executive & Advisory Committee. The President shall serve as an ex-officio member of all committees of the Board. The President shall have general supervision of the affairs of DSANA and perform all acts and duties usually incident to and required of an executive and presiding officer, as well as any other such duties as may be conferred by the Board of Directors.
- b. **Duties of the Vice President.** To work in concert with the President to carry out the supervisory and administrative duties regarding the affairs of DSANA. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- c. **Duties of the Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of DSANA. The Treasurer will receive and give receipts for monies due and payable to DSANA from any source whatsoever, and deposit all such monies in the name of DSANA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall provide the Board of Directors with a financial report at each meeting of the Board. This report will include at the minimum a standard Income Statement and Balance Sheet which shall be entered into the record of the meeting. The Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- d. **Duties of the Vice Treasurer.** To work in concert with the Treasurer to carry out the supervisory and administrative duties regarding the financial affairs of DSANA, and to develop the understanding of DSANA's financial structure in order to serve as Treasurer in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act. In that event, the Vice Treasurer shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Vice Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- e. **Duties of the Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will be custodian of DSANA records and of any seal of DSANA. The Secretary will keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member. The Secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 4 – EXECUTIVE COMMITTEE

- a. **Structure.** There shall be an Executive Committee that consists of the current elected Officers and the Executive Director, if such position is filled.
- b. **Charge.** The Executive Committee is charged to conduct the regular business of DSANA.

SECTION 5 –ADVISORY COMMITTEE

- a. **Structure.** There shall be an advisory committee selected from academic and governmental positions, in addition to past and present elected officers, committee chairpersons and any advisors from among the membership
- b. **Limitations.** The Advisory Committee is limited to serving in an exclusively advisory capacity. The Advisory Committee is not authorized to make or change policy, amend the organizational By-Laws or otherwise infringe on the mandate of the Board of Directors. However, the Advisory Committee is charged to investigate, evaluate and comment on the regular business of DSANA, as well as any other duties so delegated to it by the Board.

SECTION 6 – BOARD SEAT ACTIONS AND BOARD QUALIFICATIONS

- a. **Resignation.** Any director may resign at any time by giving written notice to the President of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b. **Vacancies.** Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or other circumstance shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A poll of the general membership for nominees shall be conducted over a three-week period beginning with the date notice is sent to membership. The directors will review all nominees' information provided and conduct a secret voting process (hard copy or electronic) at the end of the three-week period to appoint an interim board member. The appointed seat shall commence upon written acceptance of appointment by

appointee and continue until ratified at the next annual membership meeting by an affirmative vote of the members attending as presented in Article 4, Section 1 BOARD OF DIRECTORS. The approved appointed board member will continue as an elected board member for the remaining time of the seat being filled.

- c. **Removal of Elected Directors.** Any Director or Officer may be removed with cause by a majority vote of a quorum of the Board of Directors as provided in Article IV Section 1 Board of Directors. As used herein, "with cause" shall be defined as the conduct of a Director or Officer which is contrary to these Bylaws, the DSANA vision, mission, policies & procedures, operating philosophy, goals or best interests of DSANA. The Board of Directors shall provide a written policy and procedure on how this action will be executed to ensure documented facts of cause are the basis and confidentiality is maintained.
- d. **Absences.** If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors without any further action of the Board of Directors, unless the President of the Board has excused the absences.
- e. **Qualifications.** All directors shall be aged of eighteen (18) years or older, and residents of the United States, Canada, or Mexico. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Association and its purposes and activities.

SECTION 7 – PERSONAL LIABILITY

The Officers and Directors of DSANA shall not be personally liable for the debts or actions of DSANA.

ARTICLE V -MEMBERSHIP

SECTION 1 – CLASSES OF MEMBERSHIP

There shall be classes of membership as follows:

- a. **Principal Members.** Any individual, farm/ranch, partnership, institution or corporation actively involved with sheep milk production and/or processing or is interested in the same by paying initial and annual renewal membership fees as defined in the annual strategic budget.
- b. **Associate Members.** Principal Members may identify up to 5 associate or bundled members who are directly related to the principal member as family, business partner(s) and/or employees. The Board of Directors may include a lessor fee requirement as defined in the annual strategic budget.

SECTION 2 – VOTING RIGHTS

Each Principal and Associate member who is in good standing shall have one vote.

SECTION 3 – GOOD STANDING

Each Principal and Associate Member will be considered to be in “good standing” with DSANA upon payment of annual dues.

SECTION 4 – DUES & REVENUE

The Board of Directors shall present to the general membership with the annual strategic budget a written policy document which outlines the dues structure and amounts for the new budget year consistent with the goals and objectives of that year. This policy should also include other revenue sources and goals to move DSANA towards our Vision and annual objectives. Membership dues should not be the primary revenue source and shall be approved by general membership with a majority vote as presented in Article 6 Section 1 – ANNUAL MEETING.

In the event of extenuating circumstances, the Board of Directors may waive part or all of a member's annual dues, on a case-by-case basis, upon a 2/3 vote of the Board of Directors.

ARTICLE VI –MEETINGS

SECTION 1 – ANNUAL MEETING

The annual meeting shall be held on such date prior to the 31st day of December every year and at such location as designated by the Executive & Advisory Committees, upon at least thirty (30) days notice to all members. Any voting members attending the annual meeting will constitute a quorum for purposes of transacting DSANA business. Each Member is entitled to vote according to the Member's class, and providing the Member is in good standing. The vote may be in person or by mail-in/email ballot.

SECTION 2 – REGULAR, SPECIAL AND COMMITTEE MEETINGS

All members are entitled to attend all DSANA meetings.

- a. **Regular.** Regular meetings of the Board of Directors will occur at such times and in such locations as determined by the Executive Committee.
- b. **Special.** Special meetings may be called at any time at the discretion of the Executive Committee.
- c. **Committee.** Committee meetings may be called at any time at the discretion of the Committee Chairperson.

SECTION 3 – NOTICE OF MEETING

Notice of special meetings, unless waived, shall be given each member at least seven (7) days before such meeting is to be held.

ARTICLE VII – COMMITTEES

The Board of Directors is authorized to appoint from members of the Board, or other members, such committees as the Board may deem necessary for the expeditious handling of the affairs of DSANA. No committees, nor any member thereof, shall have the authority to commit the Board, except as has been duly authorized by the Board.

ARTICLE VIII –MANAGEMENT

The Board of Directors may employ any such staff persons, including an Executive Director, as are deemed necessary to handle the administrative and functional operations of DSANA. It is at the sole discretion of the Board to both hire, and if necessary, terminate said persons, and to fix their compensation. Such persons shall be delegated such authority as the Board may deem appropriate. It is the responsibility of the Board to provide the necessary resources, guidance, and direction as relates to all staff activities.

ARTICLE IX – AMENDMENTS

These By-Laws may be altered or amended by a two-thirds vote of the voting membership present at any Annual Meeting or at a special meeting called, with appropriate legal notice for that purpose, providing there is a quorum.

ARTICLE X – DISSOLUTION

In the event of Dissolution of DSANA, its net assets remaining after provision for the payment of all debts, obligations and liabilities of DSANA, shall be dedicated and transferred only in such manner as will be consistent with the provisions of the Internal Revenue Code then governing DSANA as a tax-exempt corporation and shall go to dairy sheep research at a to-be-determined university.

ARTICLE XI – MISCELLANEOUS PROVISIONS

SECTION 1 – ASSOCIATION OFFICIAL SEAL

There may be an official seal of DSANA in such form and design as the Board of Directors may approve. The Secretary shall maintain custody of any such seal.

SECTION 2 – FISCAL YEAR

The fiscal year of DSANA shall begin on the first day of January and end on the last day of December in each year.

SECTION 3 – PARLIAMENTARY PROCEDURE

Any meeting of DSANA members shall be governed in its deliberation in the transaction of its business by these By-Laws. Any matter of procedure not so covered, shall be governed by the most recent edition of Robert's Rules of Order.

SECTION 4 – CONTRACTS

The board may authorize any Officer or Officers, agent or agents of the Board, in addition to the Officers so authorized by these By-Laws, to enter into any contract, or execute and deliver any legal instrument in the name of and on behalf of DSANA. Such authority may be general or confined to specific instances.

SECTION 5 – CONFIDENTIAL INFORMATION

Any member, Director, Officer, employee or agent shall maintain any confidential information of DSANA disclosed to them in such capacity as a member, Director, Officer, employee, or agent. Confidential information shall be the sole property of DSANA and in no event shall it be disclosed or used by any member, Director, Officer, employee or agent without prior written consent of the Board of Directors, except as provided by law.