

# ***BYLAWS of the Wisconsin Sheep Breeders Cooperative***

---

## **Bylaw #1: Name**

1.1 The name of this cooperative shall be; Wisconsin Sheep Breeders Cooperative.

## **Bylaw #2: Principal Office and Address**

2.1 The principal office of the cooperative shall be ~~located in Edgerton, WI, County of Rock, State of Wisconsin, and the post office address shall be 7811 N Consolidated School Rd, the address of the Executive Secretary.~~ the address of the Executive Secretary or other designated office site.

## **Bylaw #3: Purposes**

3.1 The purpose of this cooperative shall be to engage in any lawful act or activity for which cooperatives may be organized under Chapter 185, exclusively for educational, scientific and promotional purposes, including but not limited to:

- a) Promote the production, marketing, distribution and utilization of sheep, lamb and wool products.
- b) Collect and disseminate information relating to the practical and scientific phases of sheep production.
- c) Encourage youth participation in sheep projects.
- d) Identify and support research needs for sheep production and marketing.
- e) Disseminate information to the general public.
- f) Promote and encourage efficient marketing of sheep and a sound, healthy sheep industry in Wisconsin.
- g) Work with other state, regional and national organizations with similar objectives.

## **Bylaw #4: Membership**

4.1 Any owner-producer of purebred or commercial sheep, or any individual or organization interested in the improvement, promotion, or development of the sheep and wool industry may become a member of the cooperative upon payment of annual dues.

~~4.2 Honorary membership may be given without voting rights by a majority vote at a regular meeting of the members or directors.~~

~~4.34.2 Any member may be discharged or expelled by a majority vote of the Board of Directors at any regular meeting or at any membership meeting if written notice signed by the cooperative's Executive Secretary stating the reason for the proposed vote of expulsion is mailed to the member thirty days prior to the date of the meeting that will consider the expulsion due to actions deemed significantly detrimental to the purposes outlined in 3.1 by a majority vote of the Board of Directors. The member will receive a written notice stating the expulsion reason 90 days prior to the Board of Directors consideration for expulsion action.~~

## **Bylaw #5: Meetings**

5.1 Annual Meetings: Date/Time-The annual meeting of the cooperative shall be held ~~when the greatest number of members are anticipated to be in attendance~~within 120 days of the close of the fiscal year.

5.2 Notice: Not less than fifteen (15) or more than forty-five (45) days before each annual meeting, written notice of the time and place of the meeting shall be given to the members personally, by mail, or by email to the last known address shown on the cooperative membership records.

### 5.3 Special Meetings

- a) The president may call a special meeting of the cooperative upon giving notice to the members in the manner herein described for an annual meeting, except that the notice shall also specify the purpose of the special meeting.
- b) Upon written demand signed by at least twenty percent (20%) of the members, the president shall call a special meeting for the purpose to which the demand relates, in the manner herein described.

5.4 Quorum: A quorum at a member meeting shall be 10 percent (10%) of the ~~first one hundred (100) members plus five percent (5%) of additional members, present in person or represented by delegate. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller~~current membership, present in person as a representative of a sole membership. Members represented by signed vote may be counted in computing a quorum only on those ~~questions as~~actions to which the signed vote is taken.

### 5.5 Voting

- a) Each membership is entitled to one and only one vote on each question and/or election vote. Voting by proxy ~~in~~is not allowed in the cooperative, members may submit a signed vote on a ballot which sets forth the exact question to be voted upon. Members may vote for the board of directors in person at the annual meeting, or by absentee ballot, which shall be mailed to the cooperative Executive Secretary.
- b) Partnerships, corporations, or businesses holding one membership shall designate prior to each meeting one person authorized to cast the ballot. If not designated, the Board shall authorize the voting member.

5.6 Order of Business: The order of business at annual meetings, and as far as applicable at other meetings of the members, shall be substantially as follows:

- a) Roll call or registration
- b) Reading and disposal of unapproved minutes
- c) Reports of officers and committees
- d) Election of directors
- e) Unfinished business
- f) New Business
- g) Adjournment

5.7 Rules of Order: Meetings of the members and of the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (Revised) except as otherwise provided in these Bylaws.

## **Bylaw #6: Board of Directors:**

6.1 Qualifications: Any ~~adult~~ member ~~in good standing~~ age 21 or older, on the election date, and in good standing may be elected a director.

6.2 Number: There shall be ~~eleven~~ nine directors elected from the membership to serve as directors of the cooperative.

6.3 Election:

~~a) At the first annual meeting of members three (3) directors shall be elected for a three year term, three (3) directors for a two year term, and three (3) directors for a one year term; and from then on at each annual meeting thereafter directors will be elected for terms of three years each for those whose terms have expired. To fill a vacancy occurring before the end of the term, the members shall elect for the unexpired term only. Each director shall hold office for the term for which he/she is elected until his/her successor is elected and enters upon his/her duties. Director terms shall be for three years and shall be such that three staggered terms expire each year. To fill a vacancy occurring before the end of the term, the members shall elect for the unexpired term only. This election shall occur at the next annual meeting following the vacancy date.~~

~~b)a) \_\_\_\_\_ Members shall elect directors by ballot. Nominations may be made from the floor; by a nominating committee or by recommendation of the board. A nominating committee will be appointed by the Board President and will function as per the Board of Directors adopted policy. Nominations may be made from the floor.~~

~~e) The Secretary of the Wisconsin Department of Agriculture, Trade and Consumer Protection and the Dean of the College of Agriculture and Life Sciences, University of Wisconsin-Madison may each nominate one ex-officio member without voting rights to the Board of Directors.~~

~~d)b) \_\_\_\_\_ d) Upon adoption of these Bylaws a director shall be retired when he/she has served three consecutive ~~three year~~ three-year terms as a director. After a director is retired one or more ~~years~~ years, he/she shall be eligible for re-election or appointment to the Board of Directors.~~

6.4 Vacancies: ~~Vacancies occurring on the Board of Directors may be filled by the remaining directors until the next election by the members of the cooperative. At the discretion of the Board of Directors vacancies can be filled with a majority vote of the Board of Directors until the next election by the members of the cooperative.~~

6.5 Meetings

a) Time-The directors shall hold their re-organizational meeting immediately following the annual membership meeting.

b) Notice-Notice need not be given of the re-organization meeting of the directors if it is held immediately following the annual meeting of members. Notice of all ~~directors~~ directors' meetings shall be given to each director no less than five days prior to the meeting date; or a meeting may be held on written waiver of notice signed by all the directors.

c.) Quorum-A majority of the directors shall be a quorum at a board meeting, but a less number may adjourn to another time upon giving notice to the absent members of the time and place of the adjourned meeting.

6.6 ~~Informal~~ Formal Action without Meeting: Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or executive committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or executive committee members entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting.

6.7 Insurance: The cooperative shall provide for the adequate insurance of the property of the cooperative and property in its possession or stored by it, and not otherwise adequately insured, and for the adequate insurance covering liability to employees and the public.

6.8 Indemnification: The cooperative desires and wishes to hold harmless and indemnify board members, employees and their successors and assigns from any and all liabilities, losses, claims, suits or expenses including cost for defense and investigation for any such matters.

### **Bylaw #7: Officers and Duties**

#### 7.1 Election

- a) The Board of Directors at their re-organizational meeting shall elect from their number a president, and a vice president. They shall also choose such other officers as may be necessary who may or may not be directors, and they shall select the Executive Secretary of the cooperative.
- b) Method of Election: Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one nominee for the officer being elected. If none of the nominees have a clear majority on the informal ballot, the chairman may declare the two high as candidates. If the nominating ballot has a majority individual, they are declared the winner. If the nominating ballot does not have a majority winner, the chairman will declare the two high individuals as candidates for a run-off ballot. In the case of a tie a coin flip will determine the winner.
- c) All officers may be re-elected to as many terms of office as the directors approve.
- d) Officer vacancy: The directors shall elect any eligible member as an officer to the unexpired term for which there is a vacancy.

#### 7.2 Executive Committee

- a) The Board of Directors may elect an executive committee of not less than three directors that shall have all the powers of the Board within the limitation fixed by law. (185.33-Wisconsin Statute)
- b) A copy of the minutes of each meeting shall be placed on file and kept available to all directors.

#### 7.3 Duties of the Officers

- a) The principal-principle duties of the president shall be to preside at all meetings of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the cooperative. He/she shall sign all certificates, contracts, and legal instruments.
- b) The principal-principle duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability for any cause whatever of the latter.
- c) The principle duties of the Executive Secretary shall be to keep a record of the proceedings of the Board of Directors and the proceedings of the members of the cooperative at their regular and special meetings, and to safely and systematically keep all books, papers, records, documents and correspondence belonging to the cooperative, or in any way pertaining to the business thereof.
- d) The Executive Secretary shall also keep and account for all moneys, credits and property of any and every nature of the cooperative which shall come into his/her hands; to keep an accurate account of all moneys received and disbursed and proper vouchers for moneys disbursed, to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors.

7.4 Check Signing: ~~All e~~Checks, notes, bills of exchange and other instruments calling for the payment of money which shall be issued by the cooperative shall be signed by the Executive Secretary or board appointed persons. If an individual transaction exceeds \$2,500.00, the Executive Secretary, and board appointed persons will get approval from the President preceding the action and the approval will be reported at the next regularly held Board of Directors meeting.

7.5 Compensation for Officers: The Board of Directors may set the compensation for officers on a per diem basis. The Executive Secretary when not a director may be employed on a regular salary.

### **Bylaw #8: Capital Structure**

8.1 The Board of Directors shall determine the ~~initial~~annual membership fee.

8.2 The Board of Directors at the close of each fiscal year shall prepare a budget for the coming year.

~~8.3 All dues, gifts and contributions shall be income to the cooperative.~~

~~8.4 In the event the cooperative suffers a loss in any year the Board of Directors may prescribe an extra assessment of dues to be borne by the members on an equitable basis.~~

8.3 Any net earnings remaining after payment of all operating cost and expenses, together with reasonable and necessary reserves, may be retained by the cooperative as an allocated surplus.

### **Bylaw #9: Audits**

9.1 At the close of each fiscal year, or at such times as the board shall determine, the books and accounts of the cooperative shall be carefully examined by either a qualified auditor or a person named by the Board of Directors who shall report their findings therein.

### **Bylaw #10: Amendment of Bylaws**

10.1 Any Bylaw may be adopted, amended or repealed by a majority vote at any regular member meeting or at any special meeting where a statement of the nature of the amendment has been contained in the notice of such special meeting.

10.2 The board may not alter or repeal any Bylaw adopted by the members of the cooperative but may adopt additional Bylaws in harmony therewith. Any bylaw adopted or amended by the Board shall be reported at the next regular member meeting.

### **Bylaw #11: Fiscal Year**

11.1 The fiscal year of this cooperative shall end on December 31<sup>st</sup>.

### **Bylaw #12: Committees**

12.1 Committees that are needed to carry on the cooperative's work shall be appointed by the Board of Directors.

**Bylaw #13: Miscellaneous**

These Bylaws were adopted by the membership at the \_\_\_\_\_(regular) or  
\_\_\_\_\_ (special) meeting held on \_\_\_\_\_ at  
\_\_\_\_\_.

(Signed) \_\_\_\_\_  
Executive Secretary

MG/T2/38/DMarketing  
8-6-1981

| Revised March ~~14~~, 201~~9~~5