

# Wisconsin Sheep Breeders Cooperative Bylaw Update

## The objective of any organization's bylaws are to:

- Follow legal protocol of the state statutes of the organizations business model.
- Provide a professional operating framework and outline general responsibilities.
- Establish operating trends considered generally acceptable by comparative organizations.
- Create wording which can be easily interpreted.

## Update process:

- President Al Thorson asked board member Doug Wilson to lead an update project.
- Wilson listed areas to update and reviewed with Thorson. Thorson dedicated the majority of one board meeting for a full board review.
- Wilson and Thorson met with Courtney Berner, Director of the UW Center for Cooperatives. Courtney has consulted and helped numerous cooperatives create and update bylaws. Courtney was provided with our bylaws and the session was a detailed, line-by-line review.
- Equipped with this information, Wilson drafted a redline copy which was reviewed and updated by the board and is being presented to the membership at the Annual Meeting.

## Redline Explanations:

- 2.1 Generalized such that a bylaw update is not required when the address changes.
- 4.2 Previous 4.2 was not utilized and since it established a non-voting membership, this could be covered by a policy, if desired.
- 4.3 The new 4.2 establishes a more acceptable procedure to discharge a member. It is more legal-action sensitive; identifying general grounds, removing public scrutiny and extending notice time.
- 5.1 A more normally accepted and logical operating procedure.
- 5.4 Follows Chapter 185, state statutes for a quorum and removes interpretation variance.
- 5.5 Corrects a wording error.
- 6.1 Defines adult to remove interpretation questions.
- 6.2 Reduces the board size from 11 to 9. This is considered a more logical size for the membership numbers and revenue magnitude. The current board size has a ratio of one board member per 22 members. Also, the

board is establishing, through policy, an official Sheep and Wool Festival Council.

- 6.3 A more clear and accepted verbiage for the process to stagger board terms. If the bylaws are approved, the board will determine a fair and logical process to accomplish this bylaw purpose.
- 6.3b Calls for a nominating committee process.
- 6.3c The current bylaw is eliminated. If such input is desired, the board can request ad-hoc involvement.
- 6.3d Changed to 6.3c
- 6.4 Clarification of process.
- 6.5b A normal operating procedure providing for a five-day minimum notification for board members.
- 6.6 Corrected to indicate all actions are “formal.”
- 6.8 A normally accepted indemnification clause.
- 7.1 Details a democratic officer election process.
- 7.3 a & b Grammar corrections.
- 7.4 Details a more commonly accepted and responsible business transaction process.
- 8.1 Indicates a determination of an “annual” membership fee.
- Note: The previous 8.3 does not need to be stated as it is legally understood. The previous 8.4 is not a logical deficit solution.
- 8.3 This cooperative does not have any allocated earnings and thus unallocated was inserted.

Following membership approval, the board will initiate processes to conform to the bylaw changes.

Also, the board will begin the development and creation of a policy manual to detail some of the generalities in the bylaws and other operating areas.