

**North America Dairy Sheep Association (NADSA)**

**DRAFT BYLAWS  
November 26 , 2023**

**ARTICLE I**

**NAME and PURPOSES**

**1.01 Name**

**The name of the entity shall be the North America Dairy Sheep Association and may be cited as NADSA.**

**The NADSA is an entity organized pursuant to the Non-profit 501 © 3 status. The purpose of the NADSA is to:**

- A. Record pedigrees of dairy sheep in North America and register offspring of those dairy sheep**
- B. Promote dairy sheep to the general public**
- C. Promote, support and educate shepherds in small scale dairy sheep husbandry**

**NADSA is being created in November of 2023.**

**ARTICLE II**

**MEMBERSHIP**

**2.01 Acceptance of General Membership**

**The affairs of NADSA shall be managed by an Executive BOARD. Any person interested in dairy sheep and in implementing the stated purpose and goals while assisting in completion of the projects at hand, regardless of race, color, national origin, sex, handicap, age, religion, social or economic status is welcome to become a member.**

**2.02 Dues**

**Annual dues are payable at the time of joining, with regular annual dues payable each calendar year JANUARY 1st thereafter. Amount of annual dues will be determined at the annual meeting each year which is OCTOBER.**

**2.03 Active Member**

**An active member is a member who paid the membership dues for that calendar year.**

- A. Voting rights begin at the next regular meeting following receipt by the NADSA Treasurer of annual dues. Notification of paid dues and members list will be given to the Secretary.**

**2.04 Meetings – Regular/Special/Annual**

- A. Regular**

**NADSA shall have regular meetings monthly during the calendar year. Regular meetings will be held monthly, the fourth Sunday of the month, with the exception of November & December as these meetings will be optional, to be determined by the board. Regular meetings are not to exceed 90 minutes. Any adjustments to meeting dates or if a meeting must be rescheduled a notice will be posted on the NADSA Facebook page.**

#### **B. Special**

**Special meetings may be called at any time by the President by notifying all active members at least 18 hours in advance, and/or shall be called by the President upon receipt of a written request signed by at least three (3) active members stating the purpose of the meeting. The President has the ability to decide if the written request warrants a Special meeting or if it can be addressed at the next Regular meeting.**

#### **C. Annual Meeting**

**Annual meeting will be held in October each year. These bylaws and minutes from the previous year's Annual Meeting shall be read at the opening of each Annual Meeting by the President and/or designee. At the January Meeting at the installation of officers, a copy of the Bylaws will be provided to the current year officers and the current President and/or designee will read from the Bylaws the description of each officer's duties.**

#### **D. Notice of Meetings**

**The President shall fix the time, date and place of all meetings of the Board. Dates will be posted on our website and on the NADSA facebook page.**

#### **2.05 Quorum**

**A quorum shall consist of a least four (4) of the seven (7) Executive BOARD Members in attendance at a regular meeting to conduct business.**

#### **2.06 Election of Officers**

**The election of officers shall occur at the Annual meeting, or at the next regular meeting following a vacancy, or at a special meeting called for the purpose of filling a vacancy for an officer. Nominations for officers can be made by any paid active eligible member, and officers elected upon receiving the votes of a majority from those active/paid eligible members currently attending meetings.**

#### **2.07 Committees – To be assigned as needed by the President.**

#### **2.08 General Powers as to negotiable Paper**

**The BOARD shall from time to time, prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills or exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time, be authorized to make, sign, or endorse the same on behalf of the NADSA .**

## **2.09 Loans**

No loans shall be contracted on behalf of the NADSA and no evidence of indebtedness shall be issued in its name without the approval of 2/3 of the entire board.

## **ARTICLE III OFFICERS**

### **3.01 Officers**

The (7) officers of this NADSA shall be President, Vice President, Secretary, Treasurer and (3) Trustees.

### **3.02 Nominations – Election Committee**

- A. The election committee assigned or (Secretary) shall prepare and have available at the September Meeting, a list of all those (paid and active eligible) members currently willing to run for office for the upcoming year.**
- B. The floor will be open for nominations at the September meeting. Nominations can be made in person (via Zoom) or in writing by paid active members only.**

### **3.03 Election**

For active members the nominations will be left open through the beginning of October and will close October 10th. The ballot will be emailed out to current members by October 15th and votes will be tallied and announced at the October meeting. The officers of this NADSA shall be chosen by the Active Membership at their Annual meeting in October pursuant to Section 3.02 above. The term of office shall be one (1) year.

### **3.04 Voting**

Elections will be held at the Annual Meeting in October by digital ballot, at which time the votes will be counted by the Secretary &/or President, and new officers will be announced by the current President. The new officers will take their positions effective at the January meeting and preside over the next twelve months. The election becomes final after the announcement of new officers by the current President.

- A. You must submit your ballot by the due date in order for it to be counted.**
- B. Only those active/paid members whose dues are paid by the August Meeting are eligible to take part in the annual election of officers.**
- C. In the case where there is no one nominated or willing to run for a particular office, nominations of willing (eligible) members or write-in votes for willing (eligible) members may be accepted by the President during the election process at the Annual Meeting.**
- D. If a current Board member is nominated and accepts with no other nominations, the President may accept the nomination without voting.**

### **3.05 Removal**

Any officer may be removed, with or without cause, by the affirmative vote of 2/3 of the dually eligible active members. Any Executive Officer may be removed at any time by vote of the majority of the entire BOARD/Members for misfeasance, malfeasance, or nonfeasance in office. Failure to attend two (2) or more consecutive and properly noticed meetings of the NADSA Board may constitute nonfeasance in office.

### **3.06 Resignation**

**Any officer may resign at any time by giving written notice to the NADSA. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.**

### **3.07 Vacancies**

**A vacancy in any office for any reason shall be filled by a majority of a quorum of the BOARD and membership at the next regular or special meeting to vote for a replacement executive officer under Article II – Section 3.02**

### **3.08 President**

**The President shall be the Chief Executive Officer of the NADSA and shall preside over all meetings of the BOARD and Membership and shall have general and active management of the business of the NADSA. The President will be responsible for providing a meeting agenda or assigning a designee such as the Vice President or Secretary to provide one on their behalf.**

### **3.09 Vice President**

**The Vice President shall perform the duties of the President during the absence or disability of the President. The Vice President shall perform such other duties as may be assigned by the President or the Board.**

### **3.10 Secretary**

**The Secretary shall assure that the minutes of all meetings of the NADSA BOARD are properly recorded and that notices for the same are duly given, and shall perform such other duties as may be assigned by the President or the BOARD. The Secretary is responsible for providing a copy of the minutes at every regular monthly meeting. The Secretary will be responsible for making sure there is a current year's ByLaws on file and saved electronically. The Secretary will record who is attending the Zoom meetings. The Secretary will be in charge of sending out ballots & tally election results. *The Secretary shall be allowed the appointment of a correspondence secretary.***

### **3.11 Treasurer**

**The Treasurer shall oversee the accounting records for the NADSA and the deposit of funds in such accounts and depositories and subject to such controls as needed. The Treasurer may be required by the BOARD to give a bond for the faithful execution of his or her duties as Treasurer in an amount and manner as the BOARD may direct. The Treasurer will be responsible for providing a Treasurer report at each regular meeting of current account balances and ensuring all bills are paid timely and that those payments are approved by the Board.**

### **3.12 Trustee**

**The three Trustees' shall assist the Secretary and/or other Executive Officers in handling the day to day operations of the NADSA. It has also been established to assure a quorum being present at the Regular Meetings and other specific responsibilities will be forthcoming.**

### **3.13 Multiple Officers**

Except as provided below, two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one (1) capacity if the instrument is required by law, the Bylaws or the Articles, to be executed, acknowledged or verified by two (2) or more officers. One person may not occupy the offices of the President and Vice President.

## **ARTICLE IV FINANCES**

### **4.01 Budget**

The President is responsible for providing a proposed budget to the BOARD each year. A budget is not effective unless approved in advance by the BOARD.

### **4.02 Banking**

The officers may sign checks or make deposits on behalf of the NADSA; however, every check issued shall require approval by the BOARD at a regular meeting. If payment needs to be made prior to the next regular meeting the Treasurer will seek a written approval (via e-mail) from the BOARD. Any regular bills such as electrical or PO Box fees as approved in the yearly budget can be paid as needed and the Treasurer will review those regular expenses paid at the next available meeting time. Funds are currently on deposit with HUNTINGTON BANK.

### **4.03 Audit**

An audit may be requested for the purpose of making sure that the necessary accounting procedures are being completed. Upon request of the members, or upon the request of a majority of the BOARD, this BOARD shall provide for an audit of the financial affairs of the NADSA, a report of which shall be presented at the next monthly meeting for the members and BOARD of the NADSA.

### **4.04 Fiscal Year**

The fiscal year of the NADSA shall cover the period from January 1 through December 31 of each year which is concurrent with the calendar year.

### **4.05 Dues & Registration Fees**

Annual membership dues are due January 1 of the new calendar year and the cost shall be determined at the Annual meeting. Youth membership dues can be purchased for the calendar year and the cost shall be determined at the Annual meeting. A Youth membership goes up to 19 years of age, age to be determined by June 1st.

### **4.06 Registration Fee/Transfer Fee/Duplicate/Re-Issue/Postage Options**

To be determined by the current Executive BOARD each year.

## **ARTICLE V PARLIAMENTARY AUTHORITY**

### **5.01 Parliamentary Authority**

All meetings of the BOARD of Directors and Executive Committee shall be conducted pursuant to *Parliamentary Procedure's manual, and/or Robert's Rules of Order, newly revised.*

**ARTICLE VI  
APPOINTMENT OF CPA, COUNSEL,  
AGENTS AND COMPLAINT PROCEDURE**

**6.01 Certified Public Accountant**

The Executive BOARD shall utilize accountant's auditors and CPA's approved by majority vote of a quorum of the BOARD.

**6.03 Complaint Procedure**

- A. Processing fee to be determined at Annual Meeting
- B. Complaints/Grievance must be submitted by e-mail by next Regular Meeting
- C. BOARD members will hear and make decision on complaint/grievance
- D. If a complaint is found to be warranted, the processing fee will be returned. If a complaint is dismissed, the processing fee will be put into the general fund of the NADSA. All decisions are final.

**ARTICLE VII  
AMENDMENTS and DISSOLUTION CLAUSE**

**7.01 Amendment to the Bylaws of the NADSA**

Amendments to the NADSA's bylaws may be made by a majority vote of the BOARD members.

**7.02 Dissolution**

In the event that the Association known as the NADSA shall cease to exist, all remaining funds in the treasury and owned to the Treasury shall be transferred to the general fund of a non-profit at the Executive BOARD's choosing.

**CERTIFICATE**

I, Olivia Fox, President of the NADSA do hereby certify that the attached are a true copy of the by-laws of said entity, as revised and restated on **(insert new date)**.

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**Olivia Fox, President**

Executive Board member signatures for 2023

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**Natasha Quilceda Lovell , Vice President**

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Bob Englehart, Secretary

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Amy Rappuhn , Treasurer  
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**NORTH AMERICA DAIRY SHEEP ASSOCIATION (NADSA)**

**1720 PLUM VALLEY RD NW  
ALDEN, MI 49612**

**BY LAWS AUTHORIZED PURSUANT TO MOTION # \_\_\_\_\_  
OF THE **Insert date** MINUTES**