

**CONSTITUTION AND BY-LAWS, UPDATED
AS OF 4/5/93 AND 7/18/97**

Article 1: The name of this organization shall be the New England Sheep and Wool Growers Association, Inc. It shall be an educational non-profit organization.

Article 2: Objectives are located on Web Site Home Page

Article 3 : Any family may become a member upon payment of dues. The membership fee shall be determined by the board of directors and shall be payable January 1 st of each year. Complimentary memberships may be issued at the discretion of the board of directors. Any person may become a life member upon payment of a fee determined by the board of directors. The fiscal year shall commence with the first of April and end with the thirty first day of March. Member families in good standing shall have the privilege of voting at any meeting. A member family shall be entitled to Two (2) votes, provided the family is represented by two individuals.

Article 4 : The annual meeting shall be held in the month of May, June or July. The date I time and place to be at the discretion of the board of directors. Proper notification shall be sent to each member. The purpose of said meeting shall be for the election of officers and directors, and to consider and dispose of such other business as may come before the association.

Article 5 : * The elective officers of the association shall be a President I First Vice-President and Second Vice-President .Only members of the association in good standing shall be members of the board of directors, and the out going President, First Vice-President and Second Vice-President, and outgoing President as director-at-large, shall be for one (1) year.

Article 6 : There shall be an Executive Committee consisting of the President, First Vice-President, Second Vice-President, and two members of the existing Board of Directors,to handle business that comes up between the meetings. The Executive Committee shall be under the supervision of the board of directors, have control of and supervise the use of funds of the association and attend to all duties delegated to it by the board of directors. Three members shall constitute a quorum for the transaction of business. A meeting of the Executive Committee may be held either in person or by telephone.

Article 6 A : No person or committee shall commit the association in any way without the direct approval of a majority vote of the officers of the board of directors.

Article 7 : It shall be the duty of the President to call and preside at all meetings of the association, and at all meetings of the board of directors, and to appoint and abolish any committees that are necessary to conduct the work of the association unless otherwise provided for .

In the President's absence or inability to perform the duties of president, then such duties will be performed by the First Vice-President, and in the absence or inability to perform duties, by the Second Vice-President.

Article 8 : * It shall be the duty of the Secretary to keep a record of the minutes of the meeting of the association and of the board of directors.

* To attend to the necessary correspondence of the association, and to lay all pertinent communications before the board of directors and to carry out any other business incidental to said office.

* The Secretary shall at least 14 days before the annual or any special meeting, cause to be delivered to each member or to be mailed post-paid to him, or left at his residence, or usual place of business, as it appears on the books of the corporation, a written or printed notice stating, so far as he has information thereof, place and hour and purpose of the meeting, and shall perform all other duties required by law, the Corporation of the directors- * The Secretary shall keep a list of all members.

Article 9 : * It shall be the duty of the Treasurer to keep strict account all funds of the association in proper books and make a true report of all funds received and dispersed, including all money received and dispersed in the operation of the wool pool(s) and the sheep sale(s), and to pay the balance on hand to the successor .

* The Treasurer shall have the authority to deposit and withdraw funds in the name of the association on a bank deposit account to be established in a bank to be chosen at the discretion of the directors, and all deposits and withdrawals shall be in the name of the association over the signature of the Treasurer.

*The President shall appoint a Certified Public Accountant to issue a financial report on the Association from the records kept by the treasurer ,on an annual basis.(amended7/18/97)

* The Treasurer shall keep a list of all members.

* The Treasurer shall pay all bills and salaries accrued before the end of the fiscal year .

Article 9 A : Duties of the Assistant Treasurer shall be to assist the Treasurer in his or her duties, and to act as Treasurer in his or her absence.

* It is the duty of the Assistant Treasurer to handle the North East Youth Sheep Show restricted funds. (amended 7118197)

Article 9 B : The Board of Directors shall be empowered to hire and discharge staff or employees on an annual basis, and to assign jobs and responsibilities, including but not limited to duties outlined in Articles 8, 9, and 9A. The Board shall provide proper supervision and oversight over such staff or employees.

Article 10 : The Constitution and By-laws hereafter adapted may be amended or altered at any meeting of the association by a two-thirds majority vote of the membership present, after notice of any proposed changes in constitution or By-laws have been circulated to the membership at least two(2) weeks prior to the annual meeting.

Article 10 A: Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the association exclusively for the purpose of the corporation in such manor or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law), as the Associations members shall determine.

Article 11 : This Association shall conduct business under Robert Rules of Order, unless otherwise stated in this constitution and by-laws.