

# Michigan Club Lamb Association By-laws

Adopted May 18, 2003

## Article I: Name

1. The name of the organization shall be the Michigan Club Lamb Association and incorporated under the laws of Michigan as a Non Profit Organization.

## Article II: Object

1. Represent our club lamb producer in the decision making of policies, rules, and regulations at state and local levels.
2. To educate our youth in the sheep industry through opportunities and involvement in the Michigan Club Lamb Association.
3. To promote our club lamb industry through sales, advertising, and shows.

## Article III: Membership

1. Any Michigan resident engaged in the club lamb industry may become a member of the association, by applying for membership through the Treasurer and paying dues.
2. There shall be four types of membership:
  - A. Lifetime membership for Regular/Family will be offered for a one-time offer of \$200.00. Lifetime Regular/Family membership shall be entitled to one vote and hold one office. Lifetime Regular/Family membership includes all children of the paid lifetime regular/family membership as junior members.
  - B. Regular/family membership shall be offered for \$20.00 annual dues and shall be entitled to one vote and eligible to hold one office. Regular/Family membership includes all children of the paid regular/family membership as junior members.
  - C. Junior membership (age 9 by Dec 31 of current year and 21 by Dec 31 of current year) will be offered for \$5.00 annual dues. A junior member has no voting privileges and cannot hold office.
  - D. Lifetime junior membership will be offered for \$20.00 dues and has no voting privileges and may not hold office.
3. The organization does not discriminate in regard to race, ability or gender.

## Article IV: Dues

1. The annual dues shall be \$20.00 per year. Only Lifetime or regular/family paid members shall be able to vote.
2. The fiscal year shall run from March 1 to the last day of February.
3. The dues shall be used for the activities of the Association.

## Article V: Management

1. The affairs of the Association are managed by the Board. The Board will consist of a President, Vice President, Secretary, Treasurer and Directors.
2. The election of Directors for a term of three years shall be by a majority vote at the annual business meeting. At least one new Director is to be elected each year. The number of Directors shall be determined by membership. Three Directors under 50 members, five Directors over 50 members, seven Directors over 100 members. No Director shall serve more than two terms consecutively.
3. Vacancies on the Board may be filled by a majority vote of the members present at any regular or special meeting. Member elected shall carry out the remaining term of the vacancy.
4. The treasurer is authorized to pay bills from pre-approved budgets set at the annual meeting for MCLA activities. In the instance an invoice is not pre-approved, a majority vote of the board members must precede the expenditure. Reimbursements will only be paid from original receipts provided to the treasurer.
5. Conflict of Interest Policy of the Association:

### Interested Person Definition

Any board member or member of a committee with governing board delegated powers, who has a direct or indirect interest through business, investment, or family such as:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### Conflict of Interest Procedures

#### 1. *Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. *Determining Whether a Conflict of Interest Exists*

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. *Procedures for Addressing the Conflict of Interest*

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The president or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Article VI: Officers

1. The officers of the Michigan Club Lamb Association shall consist of a President, Vice President, Secretary and Treasurer.
2. The officers shall be elected at the annual business meeting by a majority vote of the members present and serve a term of one year.
3. Any other officer position will be decided upon by the Board through a majority vote and carry a term of one year.
4. The President and Secretary will serve two-year terms concurrently. The Vice President and Treasurer will serve two-year terms concurrently with elections alternating between years for President and Secretary followed by the Vice President and Treasurer the following year.

#### Article VII: Duties

1. It shall be the duty of the President to preside at all regular meetings and Board meetings. The President shall make a report on the affairs of the Association to the members at the annual meeting.
2. In the absence of the President, the Vice-President shall preside over the meetings.
3. It shall be the duty of the Secretary to keep all record of the Michigan Club Lamb Association. The Secretary shall attend to all the correspondence and general business of the Association at the annual meeting and shall make a full report of the administrative business of the fiscal year and perform duties as may be required.
4. It shall be the duty of the Treasurer to collect all monies and report to the Board at regular meetings. The Treasurer shall attend to all financial aspects of the Association and prepare a full report of all transactions at the annual business meeting of the fiscal year.
5. The Board shall have full charge of all activities and business affairs of the Association. A majority of the Board shall constitute a quorum to transact business. On matters of special importance requiring immediate action, verbal consent of the majority of the Board shall be sufficient. The Board shall annually audit the books and records of the Secretary and Treasurer.

## Article VIII: Meetings

1. Board meetings shall be held quarterly.
2. Special meetings may be held upon a call issued by the President or a call issued and signed by three members of the Board by giving a two week notice to all members of the Association, but no business shall be transacted at such meetings, except stated in the call.
3. Roberts Rules of Order shall be the rules over all meetings.
4. Members must vote in person.
5. For the purpose of an election and transaction of other business, a quorum shall consist of those present.
6. Members are responsible to report any change in address for notification of meetings.
7. The annual meeting of the MCLA shall be decided at the previous annual meeting. Any changes to the annual meeting shall be brought before the Board and the membership shall be notified of date and place of meeting.
8. Board meetings may be held via conference call or other electronic technology. Board roll call voting may be done through electronic mail if noted in the minutes.
9. Quarterly meetings including time and location will be determined at the annual meeting. A notice of each meeting will be mailed or electronically mailed by the Secretary to all members two weeks in advance and be posted on the Association website.

## Article IX: Suspension

1. Any member may be suspended or terminated from the MCLA by the Board for fraudulent advertising, falsification, or other actions harmful to the reputation of the Association.
2. Any member suspended or terminated may make an appeal to the membership at any regular meeting and action to be determined by the Board.

## Article X: Amendments

1. Amendment to the by-laws of the MCLA may be made by a two-thirds majority vote of those present at an annual meeting.
2. Notice of proposed change to the by-laws must be made to the members in writing one month prior to the annual meeting.

Amended at MCLA 2004 Annual Meeting on March 28, 2004

Amended at MCLA 2006 Annual Meeting on March 11, 2006

Amended at MCLA 2008 Annual Meeting on March 15, 2008