

FLORIDA CRACKER
SHEEP ASSOCIATION

Constitution and By-Laws

Florida Cracker Sheep Association Constitution and By-Laws

Article I. The Corporation

- Section 1 **Name:** The name of this association shall be the Florida Cracker Sheep Association, Inc.; hereinafter referred to as “FCSA”.
- Section 2 **Purpose:** The purpose and objectives of FCSA shall be:
- a) To certify, register and maintain pedigree identification of Florida Cracker ewes and rams.
 - b) To record lambing performance of registered ewes and encourage the use of performance/progeny records for further improvement of the Florida Cracker Sheep breed.
 - c) To develop a breed standard which will serve to identify and register those individual sheep that qualify as Florida Cracker Sheep.
 - d) To encourage and support breeding research to discover how Florida Cracker Sheep can be used most effectively in crossbreeding to improve efficiency of commercial lamb production.
 - e) To continuously improve and promote Florida Cracker Sheep in the interest of more profitable sheep enterprises.
 - f) To engage in the education, research, conservation and the advancement of public awareness of Florida Cracker Sheep.
 - g) To promote interest in Florida Cracker Sheep wherever possible in order to attract new breeders for the conservation and well-being of the breed.
 - h) To help educate and develop those skills required to enhance the abilities of members to raise and tend their flocks.
- Section 3: The FCSA shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to FCSA shall inure to the benefit of any member or individual.
- Section 4: The principal and registered office of the FCSA shall be located at such place as most recently designated by the Board of Directors of the FCSA.
- Section 5: The Board of Directors of FCSA shall adopt and revise such By-Laws as may be required to carry out these objectives.

Article II. Membership

Section 1 **Eligibility:** Open to all persons in good standing with FCSA whose membership is not discontinued by these By-Laws.

Section 2 **Definition of Membership:**

a) **Active Member:** Any person, family, corporation, partnership, organization or other entity who own or breeds Florida Cracker sheep may become an active member of FCSA. Active Members are entitled to attend, speak and vote at the membership meetings of FCSA and to vote on all issues and elections presented to the membership. When the qualification for one membership has been met by more than one person (family, corporation or other entity) all persons involved in meeting that qualification may attend and speak at the membership meeting but only one vote may be case on each ballot or hand vote of the membership.

Members of a family who meet the membership requirements may each vote so long as each pays individual dues. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings, and shall have annual reports and up to date copies of the bylaws made available to them. All records and books of FCSA may be inspected by any member of FCSA at any reasonable time with the exception of matters relating to the hiring, firing, discipline of personnel, or personnel records.

b) **Junior Member:** Any persons 18 years or younger who are active owners or breeders of Florida Cracker Sheep may become junior members of FCSA. Junior members are not allowed to hold office or to vote.

c) **Honorary Member:** Any person, family, corporation, partnership, organization or other entity having made outstanding contributions to the Florida Cracker sheep breed may, upon nomination by the Board and election by the membership at any annual meeting may become an honorary member. As such they shall not be entitled to all duties, privileges and responsibilities of active members including the holding of elective office nor the privilege of vote.

d) The Board of Directors may at its discretion establish other classes of membership.

Section 3 **Membership Fees and Dues:** Annual membership fees for the above established classes of membership shall be set at the discretion of the Board of Directors.

Section 4 **Effective Date of Membership:** The effective date of the membership shall coincide to the fiscal year of FCSA.

Section 5. **Revocation of Membership:** Any member of this Association who is charged by another member with violating the articles of this constitution, bylaws or rules and regulations adopted by the association shall be liable to revocation of membership and expulsion from the association. In the event a member is so charged, he/she shall receive a written notice of the violation so charged, signed by the President or Secretary of the Association and he/she shall be given an opportunity to be heard by the board of directors on the said charge. If after such hearing a majority of the board of directors shall decide that said charge is valid, they may decide whether such a membership should be revoked. The board of directors is authorized and may decide by a 2/3 majority vote of the directors to suspend any registration or transfer of registration by such member until such charges are brought before the board for vote. The privileges of registrations and transfers of registration by nonmembers shall be subject to the ruling of the Board of Directors in matters relating to such charges. A person whose membership has been revoked may be reinstated by the 2/3 recommendation of the Board of Directors.

Section 5 **Termination of Membership:** Membership shall terminate at the end of the fiscal year of the FCSA. A grace period of sixty days will be in effect, allowing such time for members to send in their renewal dues before they are officially removed from the membership rolls. No member who is in arrears in his/her payment of dues will be allowed to vote at the Annual Membership Meeting on issues and elections presented to the membership.

Article III. Meetings and Voting

Section 1 **Annual Meeting:** An annual membership meeting shall be held at such place and time as may be designated by the Board of Directors.

Section 2 **Notice of Membership Meeting:** Electronic mail notice of such a meeting shall be sent by the Secretary at least thirty (30) days prior to the date of the meeting. Such notice shall include an agenda of the meeting, any ballots to be used and any proposed changes to the bylaws.

Section 3 **Special Meetings:** Special meetings of the membership may be called at such times and places and on such notice as the Board may designate, or called by the Secretary upon receipt of petition by 20% of the active members. Electronic mail notice of such a meeting shall be sent by the Secretary at least ten (10) days prior to the date of the meeting

Section 4 **Quorum:** The majority of members present at any properly called membership meeting shall constitute a quorum; however, no additions, deletions, alterations or changes to the Bylaws of the FCSA shall be authorized without submission for vote to the full active membership.

Section 5 **Conducting the Meeting:** All meetings of the membership of the FCSA shall be conducted by the President in accordance with the latest revised edition of Robert's Rules of Order except as otherwise specified in these Bylaws.

Section 6 **Order of Business:** The Annual Membership Meeting is held for hearing the report of the Officers, the Board, and Committee chairpersons, for the consideration of bylaw changes and for the transaction of any other business, which may properly come before the meeting. The order of business at annual membership meetings shall be as follows:

- a) Calling the meeting to order.
- b) Approve the minutes of the last annual membership meeting and any subsequent special membership meetings.
- c) Report of the Officers, Board of Directors and Committee chairpersons.
- d) Proposed bylaw changes.
- e) Unfinished business.
- f) New business.
- g) Adjournment

Section 7 **Voting and Elections:** Elections shall be conducted by written, secret ballots. During an even numbered year, elections shall be held for the offices of President, Vice-President, Secretary and Treasurer. In odd numbered years, elections shall be held for the Board of Directors. Ballots shall also include any proposed bylaws amendments and any major policy decisions or changes which have been presented to the membership.

Members shall have twenty (20) days from the date of the ballot postmark to return their ballots. Majority vote of ballots cast shall prevail. Results of the voting shall be reported to the President. Ballots shall be forwarded to the President for certification. The President shall report the vote counts to the membership.

Section 8 **FCSA Year:** The FCSA fiscal year shall begin on the first day of January and end on the thirty-first day of December. The official year shall coincide with the fiscal year.

Article IV: Board of Directors and Officers

Section 1 **Board of Directors:** The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and three members at large, all of whom shall be members in good standing and all of whom shall be elected for two year terms. General management of FCSA's affairs shall be entrusted to the Board.

The board of directors is established to conduct the business of FCSA. They shall be authorized to implement procedures for registration, recording of pedigrees, issuing certificates of registration and transfer of registrations within the framework of this constitution. They shall also be authorized to determine and set fees not specifically designated by these articles.

The board of directors shall prepare or have prepared at their direction a report each year summarizing the activities of the FCSA. This report shall include a summary of activities related to achievement of the objectives as outlined in Article I Section 2.

Section 2 **Officers:** The officers of FCSA shall be a President, Vice President, Secretary and Treasurer.

a) **President:** The duties of the President shall be to preside over all meetings of the members and directors and other duties usually performed for such associations.

b) **Vice President:** Vice President shall perform the duties of the President if the President is unable to act.

c) **Secretary:** The duties of the Secretary shall include keeping a record of all meetings of FCSA and of the Board of Directors and of all matters which a record shall be ordered by FCSA. He/she shall attend to all correspondence and perform all duties incident to the office of Secretary. During the absence of the President and the Vice-President, he/she shall call the meeting to order and preside until the election of a chairperson pro tem, which shall take place immediately.

d) **Treasurer:** The Treasurer shall collect and receive all monies due or belonging to FCSA. He/she shall deposit the monies in a bank designated by the Board, in FCSA's name. His/her books shall be open at all times to inspection by the Board. He/she shall report to the Board, at every meeting, the condition of FCSA's finances and, if requested, every item of receipt or payment not before reported.

Section 3 **Meetings of the Board of Directors:** A meeting of the board of directors shall be called at the discretion of the President or any four (4) members of the board. Notice of said meeting shall be given in writing by the Secretary to each board member at least fourteen (14) days in advance of the meeting together with an agenda of said meeting. The written notice and agenda provision of this section may be dispensed with by unanimous agreement of the board of directors.

Detailed minutes of meetings of the board of directors shall be kept and made available to the members of FCSA upon request. A majority of four (4) members of the board of directors, including proxy vote shall constitute a quorum for purposes of conducting a meeting.

Section 4 **Resignation of Officers:** The Board of Directors shall be authorized to elect a President, Vice President, Secretary and Treasurer if any or all of these officers resign. A Director will be considered to have resigned when the earliest of the following events occurs:

- a) Written resignation is received by the Secretary or the President.
- b) The Director ceases to be a member in good standing.
- c) The Director is absent without valid reason for three or more Board meetings.

The Board of Directors shall be authorized to appoint a member to the Board of Directors to fill a vacancy created by resignation of another member. The term of the appointees shall be until the next regular or special meeting of FCSEA.

Article V: Registration and Pedigree Recording

Section 1 Registry:

This registry shall include all animals and their descendants of registered Florida Cracker Sheep. The certificate of registry issued for an animal shall show the date of birth, identity of sire and dam, and whether a single, twin, or triplet at time of birth.

Section 2 Restrictions on Registration:

No restrictions on the use of artificial insemination or ova transplantation shall be imposed on the sheep offered for registration, provided the pedigree identity supplied is in accordance with that required for sheep produced by natural mating. Sheep produced by either or both of these methods shall be appropriately identified in the records of FCSEA. Any certificates of registration issued or any transfer of ownership shall be appropriately identified.

Section 3 Cancellation of Registration:

The Board of Directors shall have the authority to cancel a Certificate of Registration and the certificates of all animals descending from the canceled certificate if undeniable proof reveals that the certificate was obtained by fraud, misrepresentation or dishonesty. The entire Board of Directors must unanimously agree to cancel a Certificate of Registration.

Article VI: Amendments

This Constitution may be amended at any regular annual meeting of FCSEA by the affirmative vote of 2/3 of the membership present or represented by absentee ballot at the meeting. Notice of a proposed amendment shall be given to the Secretary thirty (30) days prior to the meeting and such proposed amendment shall

be included in the general notice calling such meeting.

Article VII: Dissolution and Succession

If at some future date it is agreed upon by a majority vote of active voting members to dissolve FCSA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of FCSA, dispose of all the assets of FCSA exclusively for the purposes of FCSA in such manner, or to such organization(s) organized for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county on which the principal office of the FCSA is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

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