

The State of New Hampshire Articles of Agreement

New Hampshire Sheep and Wool Growers Association By-Laws

Amendments to the Articles of Agreement were passed at the annual meeting

NHSWGA October 25, 2014.

(Further Amendments to the Articles of Agreement passed at the annual meeting of NHSWGA October, 2016 & 2025)

Article 1. Name

Section 1. The name of the organization shall be the New Hampshire Sheep and Wool Growers Association.

Section 2. The mailing address of the association, the website address and domain name, and social media accounts of the association shall be owned by the association.

Article 2. Object

The object of this association shall be to promote and enhance the sheep industry of the State of New Hampshire. The association shall not carry on any activities not permitted by an association exempt from federal income tax under Section 501 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article 3. Membership

Section 1. Any person interested in the sheep industry, whether owning sheep or not, may become an active member by paying the annual dues. The fiscal year for dues and membership will be November 1 through October 31. The amount of the dues will be established by a 3/4s vote of the members present at the annual meeting.

Section 2. Levels of Membership: Two levels of membership shall be offered: Individual and Farm/Family. The Farm/Family membership shall be offered at a higher rate than the Individual and may include up to 4 people associated with a farm or family. All members may attend events such as clinics and the annual meeting, and receive benefits such as information included in a directory, and receive newsletters at no additional cost.

Section 3. Rights of Members: Each active membership shall be eligible to appoint 1 (one) voting representative to cast the member's vote in association business.

Section 4. Resignation/Termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of any monies owed. A member can have his/her membership terminated by a majority vote of the members present at the annual meeting.

Article 4.

Officers and Directors

Section 1. Officers and Board of Directors: The officers of the association shall be the President, Vice-President, Secretary, and Treasurer. They shall be elected at the annual meeting.

There shall be five directors elected at the annual meeting for staggered two-year (2) terms.

Only one person from a farm shall be an officer or director during the same term.

Only active members are eligible to be officers or members of the board of the association.

Section 2. Terms: All officers and directors shall serve a two-year term, but are eligible for re-election for up to three consecutive terms for a maximum of six years.

Section 3. Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors and officers.

Section 4. Vacancies: When a vacancy on the board of directors/officers exists mid-term, the President may appoint a replacement from current directors, festival committee members and/or the general membership, for the remainder of the fiscal year, to be voted upon by the membership at the annual meeting.

Section 5. Conflict of Interest: The Board and Officers will comply with all requirements of New Hampshire law in this

area. The Board and Officers will comply with all requirements of the IRS (Internal Revenue Service) reporting requirements.

Article 5. Duties of Officers & Directors

Section 1. President

- a. Preside at all meetings of the Association and its Board of Directors.
- b. Supervise the affairs of the Association, including attending sub-committee meetings and/or appointing a director to attend.
- c. Share with the Treasurer the duty to ensure that expenditures of \$1,000.00 and greater have received the approval of the Board of Directors.

Section 2. Vice President

- a. Perform all duties of the President in his/her absence.
- b. The Vice-President shall assist the President in the management of the Association.
- c. The Vice-President shall act as the chair of the nominating committee.
- d. The Vice-President shall maintain and hold conflict of interest documents for all board members and officers.

Section 3. Secretary

- a. Record the proceedings of all meetings of the Association and the Board of Directors, and the festival committee (or appoint a designee)
- b. Issue a call for the annual meeting via post or email.
- c. Keep a list of all members, their addresses, telephone numbers, and email addresses.
- d. Ensure that meeting dates are posted on the website and/or included in the newsletter.
- e. Keep an archive of all association business/documents.
- f. Shall have access to all NHSWGA social media accounts, including usernames and passwords.

Section 4. Treasurer

- a. The Treasurer shall receive, expend, and have custody of all monies of the Association.
- b. The Treasurer shall keep full, accurate, and up-to-date records and accounts of all monies of the Association and provide a written report at every board meeting, festival meeting, and annual meeting.
- c. The Treasurer shall prepare an annual report to show the financial condition of the Association and the result of its yearly operation, and any other reports which the boards may require.
- d. The Treasurer, with the President, shares the duty to ensure expenditures of \$1,000.00 and greater have received the approval of the Board of Directors.

- e. No person shall be accepted as treasurer who has not been bonded. The Association will bond the treasurer.
- f. The Treasurer shall make the financial records of the association available for an annual audit.
- g. The Treasurer acts as the treasurer for all subcommittees.
- h. The Treasurer may appoint a director in attendance to collect monies at events.

Section 5. Directors

- a. The Directors shall manage all the affairs of the Association and shall hold regular open meetings to do so.
- b. Each Director and Officer shall have one vote. A majority vote of all Directors and Officers present is necessary to decide all matters requiring a vote. The President may break all ties. Such votes may be at meetings or by oral or written communication.
- c. The Board of Directors shall annually appoint auditors to examine the records of the Association and report to the Board within sixty (60) days of the close of the fiscal year.
- d. A board member shall be appointed to every committee/sub-committee/event.
- e. The Board of Directors shall be responsible for developing the annual NSWGA budget and all committee budgets. All financial reports should be compared to board-approved budgets.

Article 6. Fiscal Year

The Association's Fiscal Year shall end on the 31st of October each year. Annual Dues will be due by the 1st of November.

Article 7. Meetings

- Section 1.** The annual meeting of the Association shall be on the third Saturday of October, unless otherwise set by the Board of Directors. Members will be notified via post, and/or email, and/or newsletter.
- Section 2.** Notification of all Association meetings shall be issued at least thirty (30) days previous thereto. Notification of all board and committee meetings shall be issued at least ten (10) days previous thereto. Notification may be via the NSWGA website, and/or email, and/or newsletter.
- Section 3.** Special meetings of the Association may be called at any time by the President or by petition of twenty (20) percent of the voting membership to the Secretary.
- Section 4.** The Board shall meet at least quarterly at an agreed-upon time and place. An official board meeting requires that each board member have notice at least ten days in advance.

- Section 5.** Agendas are required for all meetings.
- Section 6.** **Robert's Rules of Order** shall be the parliamentary authority on any questions of procedure.
- Section 7.** Quorum. At any meeting of the Board of Directors or a committee of the Association, the presence of a majority of directors or committee members shall constitute a quorum. A quorum shall exist at a meeting of the Association when 20% of the membership is present. Either in the absence of a quorum or when a quorum is present, a meeting may be adjourned by a vote of the majority of those present in person.

Article 8. Committees

- Section 1.** Working committees will be established by the Board of Directors, which will specify the organization and duties of the working committees. Working committees may be of a temporary or permanent nature, and as necessary or desirable to conduct the work of the Association.
- Section 2.** The above-mentioned committees may include, but not be limited to, Wool Promotion, Sheep and Wool Festival, Purebred Promotion, Youth Activities (4-H, FFA, etc), Wool Pool, Lamb Promotion, Education (Certified Quality), Newsletter, Publicity, Directory, website development and updating, and nominating.
- Section 3.** There shall be a director/officer in attendance at all committee meetings.
- Section 4.** All committees must submit meeting minutes within 10 business days to the Board of Directors.
- Section 5.** The Nominating Committee should consist of at least the Vice President, a Director, and an NHSWGA member not on any other board or committee.

Article 9. Amendments

These by-laws shall only be altered or amended by a (3/4) vote of the voting members present at the Association Annual meeting, provided that notice of the change has been given in the call of the meeting.

Article 10. Dissolution of the Association

- Section 1.** The New Hampshire Sheep and Wool Growers Association may be dissolved upon a $\frac{3}{4}$ vote of the voting membership present at the Annual Association meeting, provided that the notice of the dissolution has been given in the call of the meeting.
- Section 2.** Upon dissolution of the Association, the Board of Directors shall, after paying all liabilities of the Association, dispose of all the assets of the Association to such an organization organized and operated exclusively for 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 any corresponding provisions of any future United States Internal Revenue law).