

AMERICAN SHEEP INDUSTRY ASSOCIATION, INC.

BYLAWS
January 2021

Bylaws Originally Adopted 1/21/89

Las Vegas, Nevada

| | |
|-----------------|-----------------|
| Revised 8/4/90 | Revised 5/30/01 |
| Revised 1/11/92 | Revised 1/28/06 |
| Revised 8/1/92 | Revised 1/27/07 |
| Revised 1/23/93 | Revised 1/28/12 |
| Revised 6/07/97 | Revised 1/25/14 |
| Revised 7/10/99 | Revised 1/31/15 |
| | Revised 1/29/21 |

ASI BYLAWS TABLE OF CONTENTS

| <u>Article</u> | <u>Page</u> |
|---------------------------------------|-------------|
| ARTICLE I. GENERAL | |
| 1. Name | 5 |
| 2. Purpose | 5 |
| 3. Representation | 5 |
| ARTICLE II. LEGAL MATTERS | |
| 1. Establishment | 5 |
| 2. Legal Status | 5 |
| 3. Bylaws and Standing Rules | 5 |
| 4. Seal | 5 |
| 5. Office Locations | 5 |
| ARTICLE III. OBJECTIVES AND POLICIES | |
| 1. Objectives | 5 |
| 2. Policies | 6 |
| ARTICLE IV. MEMBERSHIP | |
| 1. Classes | 7 |
| 2. Admission | 7 |
| 3. Voting | 7 |
| 4. Termination of Membership | 7 |
| ARTICLE V. REVENUE AND DUES | |
| 1. Revenue | 7 |
| 2. Dues Policies | 8 |
| ARTICLE VI. DIRECTORS | |
| 1. Director Qualification & Selection | 9 |
| 2. Director Certification | 9 |
| 3. Term of Office | 9 |
| 4. Replacement | 9 |
| 5. Vacancy | 9 |
| ARTICLE VII. BOARD OF DIRECTORS | |
| 1. Authority | 9 |
| 2. Number | 10 |
| 3. Membership | 10 |
| 4. Votes | 10 |
| 5. Meetings & Notice | 10 |
| 6. Quorum | 10 |
| 7. Proxies | 10 |
| 8. Manner of Acting | 11 |
| 9. Past President | 11 |

| | |
|---|----|
| ARTICLE VIII. EXECUTIVE BOARD | |
| 1. Purpose, Authority | 11 |
| 2. Membership | 11 |
| 3. Nomination and Election | 12 |
| 4. Term of Office | 13 |
| 5. Votes | 13 |
| 6. Meetings | 13 |
| 7. Quorum | 13 |
| | |
| ARTICLE IX. OFFICERS | |
| 1. Elective Officers | 13 |
| 2. Qualifications | 13 |
| 3. Term of Office | 13 |
| 4. Removal | 13 |
| 5. Nomination | 13 |
| 6. Election | 13 |
| 7. Vacancy | 13 |
| 8. Duties of Elective Officers | 14 |
| | |
| ARTICLE X. EXECUTIVE DIRECTOR | |
| 1. Authority | 14 |
| 2. Employment | 15 |
| 3. Other Employees | 15 |
| | |
| ARTICLE XI. COUNCILS | |
| 1. Purpose, Authority | 15 |
| 2. Chairman and Membership | 15 |
| 3. Committees | 15 |
| | |
| ARTICLE XII. STANDING & SPECIAL COMMITTEES | |
| 1. Purpose, Authority | 15 |
| | |
| ARTICLE XIII. INDEMNIFICATION | |
| 1. Applicable Law | 16 |
| 2. Directors and Officers | 16 |
| 3. Employees and Agents | 16 |
| 4. Scope of Coverage | 16 |
| 5. Repeal, Modification, Invalidation | 16 |
| 6. Definition of Terms | 16 |
| | |
| ARTICLE XIV. ADMINISTRATIVE AND FINANCIAL | |
| 1. Books and Records | 17 |
| 2. Budget and Disbursement | 17 |
| 3. Fiscal Year | 17 |
| 4. Signatures | 17 |
| 5. Property | 18 |
| 6. Contributions & Solicitations | 18 |
| 7. Bonding | 18 |

| | |
|--|----|
| 8. Financial Statements | 18 |
| 9. Audit | 18 |
| 10. Compensation | 18 |
| 11. Prohibition of Financial Gain | 18 |
| ARTICLE XV. PARLIAMENTARY AUTHORITY | 19 |
| ARTICLE XVI. POLICY RESOLUTIONS | |
| 1. Consideration | 19 |
| 2. Binding Effect | 19 |
| 3. Board Authority | 19 |
| ARTICLE XVII. AMENDMENTS AND REVISIONS | |
| 1. Amendments | 19 |
| 2. Revision | 19 |
| 3. Conflicts | 20 |
| 4. Board Approval | 20 |
| ARTICLE XVIII. CONFLICTS WITH ARTICLES OF INCORPORATION | 20 |
| STANDING RULES | |
| 1. Order of Business | 21 |
| 2. Board of Directors Representation | 21 |
| 3. Regions | 21 |
| 4. Regional Caucuses | 22 |
| 5. Nominating Committee | 22 |
| 6. Expense Reimbursement | 22 |
| 7. Volunteers | 22 |
| 8. Investment Policies | 23 |
| 9. Minutes | 23 |
| 10. Election of officers—reballoting | 23 |

**AMERICAN SHEEP INDUSTRY ASSOCIATION, INC.
BYLAWS**

ARTICLE I. GENERAL

1. Name. The name of this Organization shall be the American Sheep Industry Association, Inc. ("ASI").
2. Purpose. To support, promote and safeguard sheep production in the United States — representing and advancing the interests of member organizations, industry partners and individual sheep producers with advocacy, knowledge-based insights, communications, research and education. To identify, establish, advise, direct and/or support enterprises that benefit members.
3. Representation. The ASI represents all voluntary dues paying state member associations ASI Women and National Lamb Feeders Association or individual.

ARTICLE II. LEGAL MATTERS

1. Legal Status. ASI is a not-for-profit corporation organized under the General Not-For-Profit Corporation Act of the State of Illinois, as amended, in compliance with Section 501(c)(5) of the Internal Revenue Code of 1986, as amended.
2. Bylaws and Standing Rules. These Bylaws and Standing Rules shall govern all activities of ASI.
3. Seal. The Board of Directors shall provide a suitable seal.
4. Office Locations.
 - (a) The registered office of ASI shall be in Chicago, County of Cook, State of Illinois. ASI shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-For-Profit Corporation Act of the State of Illinois, as amended.
 - (b) The principal office of ASI shall be in the City of Englewood, County of Arapahoe, State of Colorado.
 - (c) ASI may, in addition to its principal office, establish and maintain an office or offices at such other places as the Board of Directors may, from time to time, deem necessary or desirable.

ARTICLE III. OBJECTIVES AND POLICIES

1. Objectives. The general objectives of ASI shall be to conduct programs and activities that will promote the general welfare of the entire United States sheep and goat industry. These activities shall be generally conducted in, but not limited to, the following areas: legislative, regulatory, production and marketing of wool and lamb domestically and internationally, production research, education, and communications. The ASI, among other activities, shall:

- (a) Engage in such government affairs activities as shall address laws and/or regulations affecting the production, animal health, marketing and/or consumption of lamb and wool, sheep and goats and sheep and goat products.
- (b) Advance the science and technique of lamb and wool production and marketing to include: (1) encouraging domestic and international trade and (2) promoting efficient sheep production and management, livestock protection, disease eradication, producer information and research.
- (c) Collect and disseminate trade statistics and other market information so as to enable lamb and wool producers to conduct their business free from misdirection by false and insufficient information, particularly concerning the following matters:
 - (1) improved methods of production, marketing and distribution of sheep and goats and sheep and goat products,
 - (2) extension of markets for sheep, lamb and wool, and other sheep and goat products, and development of new and expanded uses of lamb and wool and other sheep and goat products.
- (d) Conduct other such programs and activities as will promote the general welfare of the domestic sheep and goat industry.

2. Policies.

- (a) ASI shall not engage in activities or exercise any powers that are not in furtherance of the purposes of ASI.
- (b) Except as provided in Article XIII, page 16 ASI shall not lend or pledge its credit or faith, directly or indirectly, in any manner to, or in aid of, any person, company or corporation, for any amount, or for any purpose whatever, or become responsible for any debt, contract or liability of any person, company or corporation.
- (c) No part of the monies of ASI shall ever inure to the benefit of, or be distributed to, its members, officers or other private individuals, except as provided for in Article XIV, Section 10, page 18 and Article XIII page 16.
- (d) The name of ASI shall be used exclusively for the purposes appropriately related to the promotion of the objectives of ASI.
- (e) No solicitation of ASI members or Directors shall be allowed unless approved by the Board of Directors.
- (e) The roster of ASI shall be used only for ASI unless approved by the Board of Directors.

ARTICLE IV. MEMBERSHIP

1. Classes. The classes of members and their qualifications shall be as follows:
 - (a) Member Association. A Member Association shall be one association from each state determined by the Board of Directors to represent that state's breeders, producers, and feeders of sheep and goats. Member Association status may also be determined by the Board of Directors for certain organizations or segments of the industry where representation in state member associations does not exist.
 - (b) Associate Member. Any individual, firm or organization who does not meet the qualifications of any other class of members, but who is determined by the Board of Directors to have a direct interest in and/or beneficially serves the U.S. sheep and goat industry may belong as an Associate Member.
 - (c) Individual Member. A breeder, producer or feeder of sheep or goats who contributes through payment of individual dues to the ASI as determined annually by the Board of Directors may belong as an Individual Member.
2. Admission. Admission of Member Associations and Associate Members shall be by petition to the Board of Directors and shall require the affirmative vote of a majority of the votes represented at the Board of Directors meeting.
3. Voting. The ASI shall have no individual voting members and all the business and affairs of ASI shall be conducted by the Board of Directors.
4. Termination of Membership. The Board of Directors, by the affirmative vote of two-thirds (2/3) of the votes represented at the Board of Directors meeting, may suspend or expel a member for cause, and may, by a majority vote of the votes represented at a regular meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article V, section 2 of these Bylaws. Loss of membership shall not relieve the former member of any legal or contractual obligations to make payment of the delinquent dues together with any interest or penalties which the Board of Directors may establish.

ARTICLE V. REVENUE AND DUES

1. Revenue. The sources of funding for the ASI shall be: (i) Member Association dues; (ii) Individual Member Dues; (iii) Associate Member dues; and (iv) such other sources as shall be determined by the Board of Directors.
 - (a) Member Association Dues. Dues shall be based on the January 1st Member Association “producer membership” and inventory of stock sheep (ewes and rams), one year old and older, according to the most recent NASS report as published by the USDA. The rate of dues shall be established by the Board of Directors prior to the beginning of each ASI fiscal year. The Board of Directors may establish categories of Member Associations at its discretion and determine special dues rates for certain categories.

- (b) Individual Member Dues. The rate of dues shall be established by the Board of Directors prior to the beginning of each ASI fiscal year.
- (c) Associate Member Dues. Dues shall be on a flat rate basis as determined annually by the Board of Directors. The Board of Directors may establish categories of Associate Membership at its discretion and determine special dues rates for certain categories.
- (d) Other. The Board of Directors may determine and initiate other sources of revenue as deemed desirable, but subject to the limitation that no fund-raising activity shall be undertaken which is inconsistent with the objectives of ASI or with the maintenance of ASI's tax exempt status.

2. Dues Policies.

- (a) Dues Notification. At least thirty (30) days prior to the beginning date of the ASI fiscal year, the Secretary-Treasurer shall notify current members of all classes of the amount of their dues for the ensuing fiscal year.
- (b) Dues Payments. All dues shall be due and payable in full on the beginning date of ASI's fiscal year. All dues shall become past due after sixty (60) days. The Board of Directors shall have full authority to provide discounts for timely payment of dues and to provide monetary penalties for late payment.
- (c) Payment Plan. Each Member Association may, in lieu of dues payment as provided in Section 2(b) of this Article, submit an optional payment plan to the Board of Directors no later than the sixtieth (60th) day of the fiscal year. Such a plan shall meet all terms and conditions for payment plans as specified by the Board of Directors. Within sixty (60) days of receipt of the plan at the principal office of ASI, the Board of Directors, or the Executive Board if so authorized by the Board of Directors, shall accept, reject, or modify the plan and so notify the Member Association. However, no plan shall be accepted under this section which does not provide for payment in full prior to the end of the fiscal year for which the dues are assessed.
- (d) Delinquent Dues. All dues shall become delinquent on the last day of the fiscal year for which they are assessed. Any member whose dues have become delinquent shall be so notified by certified mail within five (5) working days. A member whose dues have become delinquent shall as of the date of delinquency lose its right to additional votes allocated for dues assessed and paid under Article VII, Section 4 of these Bylaws, and shall lose the right to receive mailings and publications of ASI until such time as the delinquent dues are paid. However, additional votes will be allocated on a pro-rated basis to any state that pays 1/3 or more of assessed dues. Additional votes will be determined pursuant to Standing Rule 2(a).
- (e) Exceptions. Exceptions to the provisions on delinquency as provided in this Article shall be by the affirmative vote of two-thirds (2/3) of the votes represented at a duly called meeting of the Board of Directors at which a quorum is present.

ARTICLE VI. DIRECTORS

1. Director Qualification and Selection. To be eligible to be a director, a person must be a breeder, producer or feeder of sheep or goats. Each Member Association shall select a Director.
2. Director Certification. Prior to the commencement of each annual meeting, each Member Association shall certify in writing, signed by its authorized officer(s), to the Secretary-Treasurer of ASI the name and address of its designated Director. A substitute Director may be named for a particular meeting, but the substitute Director must be a member of the same Member Association as the Director being replaced and must be certified in the manner as set forth above prior to commencement of that meeting. A Director or a substitute Director who represents a Member Association must be a dues-paying member in good standing of the association or organization they represent.
3. Term of Office. Directors shall assume office with the annual meeting. Directors shall serve for one (1) year beginning with the annual meeting or until their successors are selected, certified and assume office.
4. Replacement. Any Director may be removed or replaced at any time by the Member Association or other organization making the initial selection. Replacement is to be reported to the ASI Secretary/Treasurer.
5. Vacancy. A vacancy in any Director office, however occurring, shall be filled for the unexpired portion of the term by the Member Association or other organization making the initial selection.

ARTICLE VII. BOARD OF DIRECTORS

1. Authority. Subject to the limitations of law and Articles of Incorporation, the activities and affairs of ASI shall be managed by or under the authority of its Board of Directors. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have the following powers:
 - (a) to appoint and remove all appointed officers and agents of ASI and to describe their duties and powers;
 - (b) to employ agents and to devise and carry into execution such other measures as they may consider proper and expedient to promote the objectives of ASI;
 - (c) to prescribe the rules and regulations governing the conduct of the business of ASI;
 - (d) to enter into contracts with the Secretary of Agriculture or his authorized representatives;
 - (e) to approve the annual operating budget of ASI, investment policy and to establish the annual dues assessment; and
 - (f) to approve or disapprove all applications for membership.

2. Number. The Board of Directors shall consist of no less than ten (10) and no more than sixty-seven (67) Directors.
3. Membership. Membership on the Board of Directors shall be as follows:
 - (a) Member Association. Each Member Association, ASI Women and NLFA shall have one Director to be selected by that Association.
 - (b) ASI Women. There shall be one representative of the ASI Women on the Board of Directors, provided that the ASI Women organization has paid dues as set by the Board of Directors.
 - (c) National Lamb Feeders Association (NLFA). There shall be one representative of the National Lamb Feeders Association on the Board of Directors, provided that the organization has paid dues (page 12, 3-B).
 - (d) Executive Board. All members of the Executive Board will become members of the Board of Directors.
4. Votes. The Board of Directors shall have votes based on the following:
 - (a) Member Associations. Each Director shall have at least one vote. Additional votes shall be apportioned to the Director(s) for each Member Association, ASI Women and NLFA based on the formula found in the Standing Rules or in such other manner as approved by the Board of Directors. The Director(s) for each Member Association shall cast such votes based on the policies and/or interests of the respective Member Association or other organization represented.
 - (b) Executive Board. Each Executive Board member shall have one vote.
5. Meetings and Notice. Annual or special meetings of the Board of Directors may be held at any time or place set by the Board of Directors, or at the call of the President, or upon written request of any ten (10) Directors. Notice of such meetings, unless waived by all members of the Board of Directors, shall be given to each Director at least twenty (20) days and no more than sixty (60) days before the date on which the meeting is to be held, either in person or by mail and posted on the website. Notices of meetings shall contain the place, day and hour of the meeting, and the purpose for which it is called.
6. Quorum. At all meetings of the Board of Directors, it will be necessary for a majority of the entire Board of the Board of Directors to be present to constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting to a future time and convenient place.
7. Proxies. Proxies are not permitted at any Board of Directors meeting, however substitute Directors may be certified as provided in Article VI, Section 2 and cast the appropriate votes for the Director being replaced.

8. **Manner of Acting.** The affirmative vote of a majority of the votes represented at any Board of Directors meeting for which a quorum has been determined to be present shall be necessary to pass any matter on which a vote is taken unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.
9. **Past President.** The immediate past President of ASI shall be a voting member of the Board of Directors.

ARTICLE VIII. EXECUTIVE BOARD

1. **Purpose and Authority.** The Executive Board, even though elected [*see Article VIII, Section 3 (a)*] by regions or by other means, is elected to represent the national interests of the entire sheep and goat industries. The Executive Board shall exercise the general powers of the Board of Directors in the management of ASI under the authority of and on behalf of the Board of Directors. However, such grant of powers shall be limited as follows:
 - (a) The Executive Board shall have no powers from commencement to adjournment of any duly called meeting of the Board of Directors.
 - (b) The Executive Board is empowered to meet, at its discretion, independently of the Board of Directors, to consider such matters of concern to ASI that require decision or direction before the next Board of Directors meeting.
 - (c) The Executive Board shall not be given the authority of the Board of Directors to do these acts:
 - (1) amend, repeal or alter the Articles of Incorporation;
 - (2) amend, repeal or alter these Bylaws;
 - (3) elect, remove or appoint any elected officer, Executive Board member or Director;
 - (4) sell, lease, or exchange, substantially all of the assets of ASI, or adopt any plan of merger, consolidation or distribution of assets;
 - (5) authorize the voluntary dissolution of ASI or revoke proceedings thereof; or
 - (6) amend, alter or repeal any resolution of the Board of Directors.
 - (d) The Executive Board shall be subject to and limited by all resolutions of the Board Directors and nothing contained in this Article shall serve to limit the authority of the Board of Directors to further restrict the powers of the Executive Board through resolution.
 - (e) All action taken by the Executive Board shall be presented to the Board of Directors at the next special or regular meeting for ratification. Approved minutes of Executive Board meetings shall be distributed to members of the Board of Directors. The creation and appointment of the Executive Board shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law, the Articles of Incorporation, or these Bylaws.
2. **Membership.** The Executive Board shall be made up of thirteen (13) members who shall be breeders, producers or feeders of sheep and/or goats. There is no requirement that they shall have previously served on the Board of Directors; however, if a Board member is elected to the Executive Board, that person will be replaced on the Board of Directors by the respective

Member Association or other organization making the initial appointment, and shall no longer be deemed to represent the Member Association or other organization making the initial appointment.

Any person elected to the Executive Board becomes a member of the Board of Directors. Makeup of the Executive Board shall be as follows:

- (a) One Lamb Feeder Member. One (1) lamb feeder member shall be selected by NLFA to serve on the Executive Board.
 - (b) Three Officers. The President, Vice President and Secretary-Treasurer shall be members of the Executive Board.
 - (c) Eight Regional Members. Eight (8) members of the Executive Board will be selected representing one person from each of eight regions. The regions will be determined using geographic and other considerations and will be identified in the Standing Rules. There is no requirement that the regional members of the Executive Board shall have previously served on the Board of Directors.
 - (d) Past President. The immediate Past-President of ASI will be a voting member of the Executive Board.
3. Nomination and Election. Executive Board Members must be members in good standing of a member organization or individual member of ASI.
- (a) Regional Members. Prior to the annual meeting, caucuses shall be held for regions with retiring members on the Executive Board, at which time an Executive Board Member shall be elected by an affirmative vote of a majority of votes represented by the region's Directors. No weighted votes per director in regional caucuses. During the annual meeting of the Board of Directors and following the election of officers, the respective regions shall once again caucus, if needed, to hold elections for any Executive Board position affected by the election of an officer. For multistate regions, a person from the same state as the person retiring from the Executive Board shall not be elected.
 - (b) Lamb Feeder Member. The National Lamb Feeders Association shall, provided that payment of dues equal to the lowest amount of dues paid by any one region has been made, select one lamb feeder representative to the Executive Board. The lamb feeder member must be a member in good standing of the Member Association.

If payment of dues equal to the lowest amount of dues paid by any one region has not been made, the ASI Nominating Committee shall nominate one or more nominees for the lamb feeders' member. The nominees shall be presented to the Board of Directors prior to the annual meeting. Additional nominations for this member will be accepted from the floor during the annual meeting. The lamb feeder member shall then be elected by an affirmative vote of a majority of the votes represented at the annual meeting of the Board of Directors.

4. Term of Office. Each member of the Executive Board, with the exception of the officers, is elected to a two (2) year term and may serve two (2) consecutive terms. Elections to the Executive Board will be staggered so that a uniform rotation occurs each year. Should five (5) or more regional members be due for election at the same time, even numbered regions would be elected for a two (2) year term and odd numbered regions would be elected for a one-time 3 year term.
5. Votes. Each member of the Executive Board has one vote. Proxy voting is not allowed.
6. Meetings. The Executive Board shall meet by call of the President or upon call of any six (6) members of the Executive Board, provided a written request is filed with the Secretary-Treasurer and notice is given at least seven (7) days prior to the meeting, unless notice is waived by all members of the Executive Board.
7. Quorum. Seven (7) members of the Executive Board, which must include at least two (2) elective ASI officers, shall constitute a quorum.

ARTICLE IX. OFFICERS

1. Elective Officers. The elective officers shall be a President, a Vice President, and a Secretary-Treasurer. No two (2) officers shall be from the same state.
2. Qualifications. To be eligible to hold elective office, a person must be a breeder, producer or feeder of sheep and/or goats.
3. Term of Office. The term of office for the officers shall be one (1) year. Each officer shall hold office until a successor is elected and assumes office, or until his death, resignation or removal. No elected officer shall serve more than two (2) consecutive one (1) year terms in the same office. The term of office for an officer shall be deemed independent and separate from any other terms of office on the Executive Board.
4. Removal. Any elective officer may be removed upon the affirmative vote of two-thirds (2/3) of the votes represented at a Board of Directors meeting whenever in its judgment the best interest of ASI will thereby be served.
5. Nomination. A Nominating Committee shall prepare a slate consisting of one or more nominees for each office. The slate shall be included in the official notice to the Board of Directors meeting. Nominations may be made from the floor. No person shall be nominated by the Nominating Committee or from the floor who does not meet the eligibility requirements in Section 2 of the Article and who has not given a written consent to serve if elected. The Nominating Committee shall strongly consider Executive Board experience when considering nominees for each office.
6. Election. Officers shall be elected by the affirmative vote of a majority of the votes represented at the annual meeting of the Board of Directors. The voting shall be conducted in accordance with the procedures set out in the Standing Rules or in any other manner approved by the Board of Directors. Officers elected at the annual meeting shall assume office following the annual meeting.
7. Vacancy. A vacancy in any elective office, however occurring, may be filled for the unexpired portion of the term by the affirmative vote of a majority of the votes represented at a Board of Directors meeting. The Executive Board shall be authorized to fill a vacancy until the next Annual meeting of the Association.

8. Duties of Elective Officers.

- (a) President. The President shall have those powers, duties and responsibilities normally inherent to the office of president of a corporation. The President's duties shall include, but not be limited to, the following:
- (1) Preside at all meetings of the Board of Directors and Executive Board;
 - (2) Appoint the chairman of all councils and special and standing committees;
 - (3) Appoint representatives from ASI to any outside organizations, boards or committees in which ASI participates;
 - (4) Work with and oversee the Executive Director of ASI as authorized by the Board of Directors;
 - (5) Serve as an ex-officio non-voting member of all councils and committees.
- (b) Vice President. The Vice President shall assist the President in the performance of his duties, preside at all meetings in the absence of the President and shall have those duties normally inherent to the office of vice president of a corporation. In the event of the incapacity or unwillingness of the President to serve, the Vice President shall assume the powers and responsibilities of the Presidency for the term of the incapacity or, if necessary, until the Board of Directors can convene and elect a replacement as specified in Article IX, Section 7.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall keep or cause to be kept minutes of all meetings of the Board of Directors and Executive Board. Such minutes shall be made available to all members upon request at the principal office of ASI. The Secretary-Treasurer shall keep or cause to be kept a record of the names and addresses of all members showing the status of their membership and shall be the custodian of all ASI's records and the corporate seal. The Secretary-Treasurer shall cause all notices to be duly given as provided by law, by the Articles of Incorporation or by these Bylaws. In addition, the Secretary-Treasurer shall collect and receive or cause to be collected and received all monies due ASI, place or cause said monies to be placed in appropriate accounts in the name of ASI and disburse or cause to be disbursed monies therefrom in the payment of the just debts and obligations of ASI. The Secretary-Treasurer shall keep or cause to be kept adequate and correct accounts of the assets, liabilities, receipts, and disbursements of ASI which shall be made available to any member of ASI upon request at the principal office of ASI. The Secretary-Treasurer shall perform such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or as directed by the Board of Directors.

ARTICLE X. EXECUTIVE DIRECTOR

1. Authority. The Chief Executive Officer of ASI shall have the title of Executive Director. This person shall be under the authority of the Board of Directors, and shall conduct the daily management of the affairs of ASI.

2. Employment. The Executive Director shall be hired by or under specific grant of authority from the Board of Directors in accordance with procedures established by the Board of Directors. An annual performance and compensation review shall be conducted by the ASI officers.
3. Other Employees. The Executive Director shall have the authority to fill such other positions as may be needed for the successful operation of ASI and to set the salaries. All such employees shall be under the supervision and direction of the Executive Director. The Executive Director is specifically prohibited from hiring immediate family members or business associates.

ARTICLE XI. COUNCILS

1. Purpose and Authority. Select councils shall be established by the Board of Directors to direct the activities of the ASI and to develop the objectives, plan of work and budget recommendations for their area of activity. The Board of Directors may add or delete councils as deemed necessary.
2. Chairman and Membership. The chairmen of all councils shall be selected from among the membership of the Executive Board and shall be appointed by the President. Members to the councils shall be appointed by the Executive Board in such a way as to insure broad industry and geographical representation on all councils. Council appointees must be dues paying members.
3. Committees. Committees may be established within each council to address specific areas of concern or action. The committee's members shall be appointed by the council chairman with the advice and consent of the Executive Board. There are no limitations as to who might serve as members of these committees.

ARTICLE XII. STANDING AND SPECIAL COMMITTEES

1. Purpose and Authority. Select standing and special committees shall be established by the Board of Directors to review and/or assist in the accomplishment of certain functions under the direction of the Board of Directors. The Board of Directors may add or delete standing and special committees as deemed necessary. Policy and/or issue committees shall not be established as standing committees, rather they should function under the appropriate council. Initially, the following standing committees shall be established: (i) Nominating Committee; (ii) Financial Review Committee; and (iii) Trust Fund Committee.
 - (a) Nominating Committee. A Nominating Committee shall be appointed by the Executive Board under the procedures specified in the Standing Rules. The Nominating Committee shall prepare a slate of officers and also nominate candidate(s) for the lamb feeder representative, if National Lamb Feeders dues are not paid, to the Executive Board. Such nominations will be acted on by the Board of Directors. No one shall serve more than two (2) consecutive terms on the Nominating Committee.
 - (b) Financial Review Committee. The President shall appoint a Financial Review Committee consisting of two (2) Directors to review with the Secretary-Treasurer (who shall serve as chairman) the expenditures of ASI. The committee shall meet prior to each meeting of the Board of Directors and report at each Board of Directors meeting.

ARTICLE XIII. INDEMNIFICATION

1. Applicable Law. The laws of the State of Colorado shall determine and control the indemnification of any Director, Officer (as defined below), employee or agent of ASI.
2. Directors and Officers. To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or Officer of ASI is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of ASI, ASI:
 - (a) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and
 - (b) shall advance to such person expenses incurred in such proceeding.
3. Employees and Agents. ASI may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of ASI to the same extent as to a Director or Officer.
4. Scope of Coverage. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and ASI may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its Articles of Incorporation.
5. Repeal, Modification or Invalidation. Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law and all other provisions or parts shall remain in full force and effect.
6. Definition of Terms. As used in this Article, the following terms have the following meanings:
 - (a) Act. The term "act" means the Colorado Nonprofit Corporation Act as it exists on January 21, 1989, the date this Article is adopted, and as the Colorado Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Nonprofit Corporation Act after the date of adoption of this Article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits ASI to provide broader indemnification rights than the Colorado Nonprofit Corporation Act permitted prior to the amendment.

- (b) Director or Officer. The term "Director" or "Officer" means
- (1) a Director or Officer of ASI and
 - (2) while an individual is a Director or Officer of ASI the individual's serving at ASI's request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, and
 - (3) any other position (not with ASI itself) in which a Director or Officer of ASI is serving at the request of ASI and for which indemnification by ASI is permitted by the act.
- (c) Proceeding. The term "proceeding" means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

ARTICLE XIV. ADMINISTRATIVE AND FINANCIAL

1. Books and Records. ASI shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Executive Board, councils and committees having any authority of the Board of Directors; and shall keep at its principal office a record giving the names and addresses of its Directors entitled to vote. The records are available for inspection by the Board of Directors.
2. Budget and Disbursement. The annual proposed budget shall be submitted to the Board of Directors prior to the annual meeting. Expenditures in excess of such approved budget shall be made only upon authority of the Board of Directors.
3. Fiscal Year. The fiscal year shall be determined by the Board of Directors.
4. Signatures.
 - (a) All checks, drafts, orders for payment of money and bills of exchange shall be signed or endorsed (except endorsements for collection for the account of ASI or for the deposit to its credit) by any of the following officers: the President, Secretary-Treasurer or any staff officers upon whom the Board of Directors shall have conferred this power. Two signatures are required on all checks, drafts or orders for payments.
 - (b) The Board of Directors may authorize the opening and keeping of general and special bank accounts with such banks or other depositories as the Board of Directors may select and may make such other rules and regulations with respect thereto not inconsistent with law, the Articles of Incorporation, or these Bylaws as they may deem expedient.
 - (c) Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, all contracts or other instruments may be executed and delivered in the name of ASI on its behalf by the President, and the Board of Directors may authorize any other officer to execute and deliver any contract or other instrument in the name of ASI and on its behalf. Such authority may be general or confined to specific instances as the Board of Directors may by resolution direct. No contract of employment covering a period of more than two months shall be made unless such contract be in writing.

- (d) The Board of Directors shall be empowered to authorize the borrowing of funds necessary for the short-term operation of ASI. Any and all such borrowing must be fully secured by United States Government securities, Certificates of Deposit, and/or other assets owned by ASI.
5. Property. Title to all property shall be held in the name of ASI.
6. Contributions and Solicitations. Any contributions, bequests or gifts shall be accepted or solicitations of funds made only as authorized by the Board of Directors.
7. Bonding. All persons having responsibilities for the handling of monies, securities and property of ASI shall be bonded in amounts set forth by resolution of the Board of Directors and premiums for such bonds shall be paid by ASI.
8. Financial Statements.
- (a) A monthly financial statement showing all receipts and disbursements together with beginning and ending cash balances shall be prepared under the direction of the Secretary-Treasurer and shall be provided to each member of the Executive Board and the Financial Review Committee at the end of each month.
- (b) A cumulative statement showing receipts and expenditures by budget category and as a comparison with budget, together with a statement of assets and liabilities, shall be prepared in a like manner and shall be provided to each member of the Board of Directors semiannually.
- (c) A comprehensive report of the financial operations of ASI shall be made by the Secretary-Treasurer at all meetings of the Board of Directors.
9. Audit. An annual examination of financial accounts of ASI shall be made by an independent Certified Public Accountant, and the report of this examination shall be presented to the Board of Directors. An audit may be ordered at any other time by a majority vote of the Executive Board or the Board of Directors.
10. Compensation. No Director, Executive Board member, or elected officer of ASI shall receive any compensation for their services in their capacity as a Director, Executive Board member, or elected officer; but nothing herein contained shall be construed to preclude any Director, Executive Board member, or elected officer from serving ASI in some other capacity and being compensated therefor. Directors, Executive Board members, council members, committee members, officers or past presidents may, by resolution of the Board of Directors, be compensated as noted in the Standing Rules for authorized expenses for the conduct of ASI business.
11. Prohibition of Financial Gain. No member, Director, Executive Board member, or elected officer of ASI shall secure nor cause to be secured by any other member, Director, Executive Board member, or elected officer of ASI any direct financial gain or pecuniary benefit from ASI by virtue of said membership, directorship or office.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of ASI in all cases not provided for in the Bylaws or Standing Rules, Articles of Incorporation.

ARTICLE XVI. POLICY RESOLUTIONS

1. Consideration. At any Board of Directors meeting, the Directors shall vote upon any policy resolution presented for consideration either:
 - (a) by virtue of having been approved by a majority of the members of the ASI council responsible for the policy and the Policy Resolution Committee appointed by the President; or
 - (b) accompanied by a recommendation from the Policy Resolution Committee, by virtue of having received the affirmative vote of two-thirds (2/3) of the votes represented at a Board of Directors meeting. Proposals are subject to a delay of possibly an entire year in order to comply with this provision.
 - (c) A weighted vote can be called by any State Director at any time on any issue brought before the Annual meeting.
2. Binding Effect. All policy resolutions passed by the Board of Directors shall become a part of the policy positions of ASI and shall be binding upon the Board of Directors, officers, Executive Board, and employees until the next Board of Directors meeting unless they are otherwise rescinded by the Board of Directors.
3. Board Authority. Except as otherwise provided above, the Board of Directors shall have full authority to promulgate rules and procedures for the development and consideration of policy resolutions.

ARTICLE XVII. AMENDMENTS AND REVISIONS

1. Amendments. These Bylaws may be amended as follows:
 - (a) At any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the outstanding votes of the Board of Directors provided that the proposed amendment was included in the official notice of the meeting.
 - (b) An amendment to an amendment properly before any meeting of the Board of Directors may be made by the affirmative vote of two-thirds (2/3) of the votes represented at the meeting, provided the proposed amendment thereto does not alter the intent or increase the scope of the amendment printed in the official notice of the meeting.
2. Revision.
 - (a) A Revision Committee may be created by the affirmative vote of two-thirds (2/3) of the votes represented at any meeting of the Board of Directors to submit a revised set of Bylaws as a substitute for these Bylaws.

- (b) Copies of the proposed revision shall be distributed to all members of the Board of Directors at least twenty (20) days and not more than sixty (60) days preceding the meeting in which that revision is to be acted upon.
 - (c) The affirmative vote of two-thirds (2/3) of the outstanding votes of the Board of Directors is necessary to adopt that revision.
1. Conflicts. No amendment is in order which conflicts with national, state or local law, or proposes action in conflict with the scope of ASI's objectives. If such a motion is adopted, even by unanimous vote, it is null and void.
 4. Board Approval. All amendments or revisions to these Bylaws must be approved by the Board of Directors.

ARTICLE XVIII. CONFLICTS WITH ARTICLES OF INCORPORATION

Wherever these Bylaws conflict with the existing Articles of Incorporation, such Bylaws or part thereof as so conflicts shall be deemed of no force or effect whatever. However, such conflicting Bylaws or part thereof shall become automatically and immediately effective and operative upon proper alteration or amendment of the Articles of Incorporation in such manner as to remove such conflict.

STANDING RULES

These Standing Rules may be amended by the affirmative vote of the majority of votes represented at any meeting of the Board of Directors when such changes are included in the official meeting notice, or by the affirmative vote of two-thirds (2/3) of the votes represented at the Board of Directors meeting if such changes are not included in the official meeting notice.

1. Order of Business:

- Call to Order
- Roll Call and Establishment of Quorum
- Minutes
- Financial Report
- Correspondence
- Reports
- Unfinished Business
- New Business
- Announcements
- Adjournment

2. Board of Directors Representation:

- (a) A Member Association shall be allocated one vote per Director with payment of minimum dues. One additional vote shall be allocated for each additional \$700 or portion thereof in dues paid.

3. The regions for the selection of the Executive Board regional members shall be:

- (a) Region I (Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont).
- (b) Region II (Alabama, Arkansas, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia)
- (c) Region III (Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin).
- (d) Region IV (Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota).

- (e) Region V (Texas).
 - (f) Region VI (Arizona, Colorado, Nevada, New Mexico, Utah).
 - (g) Region VII (Idaho, Montana, Wyoming).
 - (h) Region VIII (Alaska, California, Hawaii, Oregon, Washington).
 - (i) National Lamb Feeders Association
4. Regional Caucuses shall be held prior to the ASI Meeting. Regional Caucuses shall:
- a. Be conducted by the Regional Representative of the respective regions on the Executive Board.
 - b. Be held to discuss issues and concerns of the region.
 - c. Be held to discuss issues and concerns before the Board of Directors of ASI.
 - d. Take no votes regarding those issues and concerns of ASI.
 - e. Select a Regional Representative to the Executive Board when appropriate and in accordance with Article 8, section 3(a) of the bylaws. Selection of a Regional Representative will be based on one vote per state. In the event of a tie, the region shall continue to caucus until a representative is determined by a majority.
5. The Nominating Committee shall consist of one (1) person from each region and the immediate past president, who will also serve as chairman. In case the immediate past president cannot serve, the Executive Board shall have the authority to name another past president as a replacement.
5. Expense reimbursement may be made for authorized travel and other related expenditures on an actual expense basis or travel costs plus per diem at the discretion of the ASI Executive Board.
6. Volunteers (including Board of Directors, council chairperson, committee chairperson and special task force members) and officers are to submit their expense reimbursement requests no later than thirty (30) days after the last day of the meeting for which the expenses are being submitted. Requests submitted after the thirty (30)-day limit will not be reimbursed.

Executive Board

Executive Board members are reimbursed for actual expenses for all duly called meetings, including meetings of the Board of Directors.

Council or Committees

Council or Committee leaders may be reimbursed for travel and/or per diem for duly called meetings.

Per Diem is \$100 for each meeting day, plus one day for travel.

If committee meetings are held in conjunction with board meetings and chairpersons attend those board meetings, additional per diem days may be approved by the Executive Board. If the Council or committee member attends only their council or committee meeting, they will be reimbursed for the airfare and per diem for each day in attendance for the committee meeting plus one day travel.

8. Elected officers are authorized to make all investment policies and the investment of monies for securities as provided in Article XIV.
9. Minutes of Director Meetings shall be reviewed by the Executive Board and distributed to all Directors of record within thirty (30) days of the Board of Directors meeting. Minutes of such meetings shall be distributed again to all Directors of record prior to the next meeting to eliminate the need for reading the minutes at the upcoming meeting.
10. In the election of officers, when no nominee receives a majority vote, there shall be reballoting, dropping the name of the nominee receiving the least number of votes until one nominee receives a majority of the votes cast. Where there is but one nominee for an office, the vote may be by voice.

Following the adoption of any amendment to these Standing Rules, the Secretary-Treasurer is directed to distribute copies of updated Standing Rules to all Directors, Member Associations and other organizations.

| | |
|-----------------|-----------------|
| Adopted 1/21/89 | Revised 8/04/90 |
| | Revised 1/11/92 |
| | Revised 8/01/92 |
| | Revised 1/23/93 |
| | Revised 6/07/97 |
| | Revised 7/10/99 |
| | Revised 5/30/01 |
| | Revised 1/28/06 |
| | Revised 1/27/07 |
| | Revised 1/28/12 |
| | Revised 1/25/14 |
| | Revised 1/31/15 |
| | Revised 1/29/21 |