

# The American Hampshire Sheep Association

## Constitution and Bylaws

*updated: November 2023*

### Article I – Name

The name of this association shall be: American Hampshire Sheep Association.

### Article II – Purpose

*Section 1:* Provide the registrations of Purebred Hampshire sheep in the United States.

*Section 2:* To collect and publish the history and pedigrees of the same.

*Section 3:* To cultivate and sustain interest in Hampshire sheep in the United States.

### Article III – Membership

To become a member of this association, a person, family, partnership, corporation, or other entity must:

- a. complete the application form
- b. agree in principle to the purposes
- c. payment of dues as established by the American Hampshire Sheep Association set by the board of directors

Membership shall be of four classes:

#### *Section 1: Active Membership*

A. Owners of flocks of Hampshire sheep, or the duly authorized agents or representatives of such owners, shall be eligible for active membership in this association; provided, however, that each such owner shall be represented by one membership whether such owner be an individual, partnership, corporation, or other association, and shall have the right to one vote. If any membership shall, for a period of one year, fail to pay annual dues or become a lifetime member, said membership shall no longer be classified as active.

#### *Section 2: Associate Membership:*

A. Any person or entity agreeing with the purpose of this organization but not eligible for active membership as stated above, may become an associate member.

B. Shall not be able to vote or hold office.

#### *Section 3: Junior Membership*

A. A boy or girl who has not passed his or her 21st birthday as of January 1<sup>st</sup> of the current year.

B. Shall not be able to vote or hold office.

#### *Section 4: Inactive Membership*

A. Definition: any member who has not registered or transferred sheep for two years.

B. Status will change upon payment and completion of membership application.

### Article IV - Meetings of the Association

*Section 1: Annual Meeting* - An annual meeting of this association shall be held for the purpose of:

- A. Transaction of any business which may regularly come before the association.
- B. Election of Directors.

### *Section 2: Quorum*

A. A quorum shall consist of 21 active memberships voting in person or by proxy for the annual meeting. Quorums for a regular board meeting are those present at the time of the meeting set forth by the president. This will also be the same for those votes taken via a conference call or e-mail.

## Article V - Officers

*Section 1:* The officers of this association shall be:

- A. President
- B. Vice President
- C. Treasurer
- D. Board of Directors

### *Section 2: Elections*

A. The President and Vice President will be elected by the Board of Directors.  
B. Neither the Executive Secretary nor the Treasurer may be a Director.  
C. The Directors shall be elected at the annual meeting by the members of the association. The Directors shall be elected for a term of three years. The Directors from each Representative District shall be elected by a majority of the members cast from that district. If no one is nominated to fill a vacancy on the Board for a district or At-Large, the Board of Directors, by majority vote, shall elect a Director from that district. A Director may be elected to succeed him or herself twice before automatically retiring for at least one term. No more than one Director per State or two Directors per district may be elected. Elections for ~~of~~ districts will be held first, followed by the election for Directors At-Large. A Director must attend a minimum of 50% of all Director meetings either via conference call or in person to become eligible to be re-elected.

## Article VI - Duties of Officers

The duties of the officers shall be:

*Section 1:* The President shall preside at all meetings of the association and the Board of Directors. He shall be an ex officio member of all committees and shall perform such other duties as usually pertain to this office.

*Section 2:* The Vice President shall perform the duties of the President in the absence of the President.

### *Section 3: The Executive Secretary*

- A. Shall give due and proper notice of all meetings of the association and the Board of Directors and shall record the proceedings of the same.
- B. Shall have charge of the associations office, shall receive all moneys, keeping an accurate account thereof.
- C. Shall have charge of all registrations and publications.
- D. Shall receive such compensation for his/her services as the Board may consider just.
- E. Shall maintain the registry of Purebred Hampshire sheep.
- F. Shall hold office at the discretion of the Board.

### *Section 4: The Treasurer*

- A. Shall have general charge of the funds of this association
- B. Shall sign in the name of the association all checks drawn on the funds of the association.
- C. Shall give bond in the amount to be fixed by the Board of Directors, but in no instance shall said bond be less than \$1000.
- D. Shall hold office at the discretion of the Board.

### *Section 5: The Board of Directors*

A. the Board of Directors shall consist of 11 Directors elected from the 8 districts and 3 At-Large defined herein. For providing a means of apportioning Directors of the different sections of the United States, the following districts are created:

*District 1:* Washington, Oregon, California, Nevada, Hawaii, Alaska, British Columbia, CAN

*District 2:* Montana, Idaho, Wyoming, Utah, Colorado, Alberta & Saskatchewan, CAN

*District 3:* Arizona, New Mexico, Texas, Oklahoma, Mexico

*District 4:* North Dakota, South Dakota, Minnesota, Wisconsin, Manitoba CAN

*District 5:* Nebraska, Kansas, Iowa, Missouri

*District 6:* Illinois, Indiana, Ohio, Michigan, Ontario CAN

*District 7:* Kentucky, West Virginia, Virginia, Arkansas, Tennessee, North Carolina, South Carolina, Louisiana, Mississippi, Alabama, Georgia, Florida

*District 8:* Pennsylvania, New York, Vermont, New Hampshire, Maine, Massachusetts, Connecticut, Rhode Island, New Jersey, Delaware, Maryland, Quebec, Newfoundland, & New Brunswick CAN

A. Any active member shall be eligible to election as a Director representing the district in which he or she resides unless they have served three consecutive terms.

B. Meetings of the full Board of Directors may be called by the President and must be called upon the written request of three members of the Board of Directors.

C. Quorum - A majority of the full Board of Directors shall constitute a quorum.

D. 48 hours notice shall be given of all special meetings.

E. Shall select from their number of President and Vice President.

F. The Board of Directors shall hire an Executive Secretary and a Treasurer.

G. Shall elect a Director from a district if none is elected by the annual meeting.

H. Shall set all fee, dues, and other assessments, reviewing the financial status at least yearly.

## Article VII – Voting

*Section 1:* Each Active Membership shall have one vote.

*Section 2:* Voting may be in person or by absentee ballot

A. An absentee ballot will be used for the election of Directors, changes in the constitution, and other items of business at the annual meeting at the discretion of the Board of Directors.

1. The absentee ballot will be issued by the Board of Directors to each Active Membership.

2. The absentee ballot must be signed by the member.

3. The absentee ballots shall remain sealed until the Board of Directors meeting prior to annual meeting or may be cast in person at the annual meeting.

4. Deadline for ballots to be returned to the AHSA office is 10 business days prior to the annual meeting.

## Article VIII

This Constitution may be amended or altered at any annual meeting provided that notice of the intention to amend this Constitution and the substance of such amendment have been submitted to each active member by mail 30 days prior to such meeting. A two-thirds majority of the active members voting at said meeting shall be required.

## Article IX

By-laws may be proposed or amended, and adopted by a majority vote of the active members voting at any annual meeting.

## Article X – Committees

*Section 1:* May be appointed from time to time and serve at the discretion of the Board of Directors.

### *Section 2:* Executive Committee

A. The executive Committee shall be elected by the Board of Directors and shall consist of the President, Vice President and three other members from the Board of Directors. The Executive Committee shall hold office until the next regular annual meeting and until their successors are appointed.

B. The Executive Committee shall meet at such time and place as it may select. Special meetings may be called by the President, or upon written request of 3 members. Ten days written notice shall be given of all special meetings.

C. A majority of the Executive Committee shall constitute a quorum.

D. The Executive Committee shall report to the full board.

E. The Executive Committee fill the unexpired term of any vacancy occurring on the board.

F. Work with the Executive Secretary to prepare and recommend an annual operating budget and yearly comparisons to the board of directors. Review all financials of the association. Every three years prepare and present a compilation report and share with the board every 3 years

## Article XI

1. Any member of this association who violates that Constitution or Rules of Entry of this association or any member whose practices in the breeding of Purebred Hampshire sheep are such as to impair the reliability of the records of the association shall be censured, suspended, or expelled by the Board of Directors, or by the Hearing Board, after notice and a hearing as hereinafter provided. Persons whose membership has been declared forfeited and canceled, and who are at the discretion of the Board of directors or the Hearing Board, be permitted to transfer the sheep then standing in their names on the records of the association. They may also register and transfer the progeny of such sheep within six months after the date of the cancellation of their membership and the forfeiture of their rights in the Association.

2. Upon information reflecting adversely upon the conduct of a member being presented to the Executive Secretary or other officer of the association, the Executive Secretary shall cause the same to be investigated. Whenever, as a result of his investigation, the Executive Secretary deems that the best interest of the association so require, he shall file with the Board of Directors charges in writing against the member based upon the information and investigation. In every case when the charges question the propriety of the registration or the reliability of the production records of an animal owned by the member, the right of the member to transfer animals of the record of the Association shall be suspended upon such filing pending the decision of the Hearing Board after the hearing of such charges.

3. Upon the filing of said charges, the President of the association or in his absence, the Vice President of the association, shall appoint from the Board of Directors a Hearing Board consisting of three members and shall select one of the members as the presiding officer of the Hearing Board. The Hearing Board is to conduct a hearing of said charges within ninety days from the time the charges are filed, with the exception that a continuance beyond the ninety days from the time the charges are filed, with the exception that a continuance beyond the ninety day period may be granted at the discretion of the Hearing Board upon the joint request of the member charged and of the Executive Secretary.

4. At the time of filing, the Executive Secretary shall forthwith cause a copy of such charges, to be served upon said member by registered mail addressed to him at his last known address as shown by the records of the association. The Executive Secretary shall also cause to be served upon said member in a like manner, written notice of the time and place of the hearing thereof before the Hearing Board no less than thirty days prior to said hearing. Such notice shall contain a statement of the purposed and scope of the hearing and of the action which said committee has power to take regarding his membership in the association and shall further advise the member that he may appear in person or by counsel and produce witnesses, affidavits, documentary and other evidence.

5. At the hearing upon said charges, both the person preferring them and the member against whom they have been preferred, shall have the right to be heard in person and by counsel and to produce whatever witnesses, affidavits, documentary and other evidence he may desire to produce. The production of such evidence including witness fees shall be at the expense of the party producing the evidence. Oral testimony shall be recorded. The Hearing Board may retain counsel to assist the Presiding Officer in Making rulings regarding questions of evidence or any other questions of law which may come before the Hearing Board.

6. At the close of the hearing or as soon thereafter as may be reasonably possible, the Hearing Board shall make its findings as to the truth or falsity of such charges and shall render its decisions thereon, either censuring, suspending, or expelling the member, or dismissing the charges; and upon the dismissal of the charges restoring him to the privileges of membership in the association if he had been suspended from membership pending the hearing upon such charges. As a part of its findings, the Hearing Board shall set the amount of Appeal Bond to be posted by the member charged in the event he appeals from the decision of the Hearing Board. Said Appeal Bond is to be set in an amount sufficient to guarantee the cost of preparing the transcript of the record taken before the Hearing Board.

7. The decision of the Hearing Board shall be subject to an appeal to the Board of Directors by either party, but unless the Executive Secretary or the member against whom the charges were preferred within thirty days after written notice of the decision of the Hearing Board files with the Executive Secretary a notice of appeal, the decision of the Hearing Board shall stand as the decision of the Board of Directors and of the association. When a notice of appeal is filed by the member charged, he must file at the same time the Appeal Bond set by the Hearing Board. If an appeal is taken from the decision of the Hearing Board, its decision shall remain in force until reversed or modified by the Board of Directors.

8. If an appeal is taken to the Board of Directors, the Hearing Board shall transmit to the Board of Directors the transcript of evidence presented to the Hearing Board and the proceedings had before it. Together with its decision thereon. The Board of Directors shall review the proceedings had before the Hearing Board, and the hearing upon said appeal and the decision of the Board of Directors shall be based upon the evidence and proceedings taken before the Hearing Board.

At the discretion of the Board of Directors, the Executive Secretary or the member against whom the charges were preferred may introduce evidence not available to said party at the time of the hearing before the Hearing Board.

Either party or his counsel has the right to appear at his own expense before the Board of Directors to argue the merits of his case subject to whatever rules and procedure the Board of Directors may adopt controlling such arguments.

9. At the close of the hearing before the Board of Directors, or as soon thereafter as may be reasonably possible, the Board of Directors shall render such decision upon said charges as right and justice required, either

affirming, reversing or revising the decision of the Hearing Board with discretionary power in the Board of Directors to make the penalty imposed upon the member either more severe or less severe or ordering a rehearing of said charges, and shall file its decision with the Executive Secretary of the association, and shall give notice thereof to the member involved and to the party preferring the charges. The Board shall also assess the cost of the transcript from the Hearing Board against the parties as it deems appropriate.

10. When a member, because of his fraud, bad faith or moral turpitude relating to his records or otherwise affecting Hampshire sheep matters, has been denied privileges of the association or has been censured, suspended or expelled from membership written notice thereof shall be forwarded by registered mail to the last known address of said member, and a copy thereof filed with the Executive Secretary of the association and the fact thereof and the offense committed shall be publicly announced through regularly published media and by the Executive Secretary in his/her annual report. As to disciplinary action other than that set forth above, the announcement and publication thereof shall be within the discretion of the Board of Directors.

11. Neither the Board of Directors nor the Hearing Board, nor any of their members, nor any officer or employee of the association shall become liable for the decisions rendered, put into effect or published as provided for in the constitution, nor for any action taken pertaining to the same.

12. Any person, firm, corporation or association who is not a member of this association, and who make application for registry or transfer of an animal, or who avails himself of any of the privileges of the association, shall be deemed to have thereby subjected himself to the rules of entry and the Constitution of the association of the same extent as its members are subject thereto, including (but without limiting the generality of the foregoing) those provisions concerning the preferring of the charges, the hearing thereon the appeal there from the Board of Directors, and the public announcement of the offense committed and the penalty imposed.

## Article XII – Indemnification

The Executive Committee and Board of Directors of The American Hampshire Sheep Association shall indemnify any and all person who may serve or have served at any time as officers, directors or committee members, and their respective heirs, administrators, successor and assign, against any and all expenses including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being having been an officer, director or committee member of the AHSA, except in relation to matters as to which any such officer or committee director or former officer, director or committee member shall be adjudged by any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights which those indemnified may be entitled under law, by-law, and agreement or otherwise.