

2019 Version

BY-LAWS OF THE
IOWA SHEEP INDUSTRY ASSOCIATION

ARTICLE I

NAME

Section A

This organization shall be known as the Iowa Sheep Industry Association. This organization is a non-profit organization organized under the provisions of Chapter 504a of the Code of Iowa. The letters ISIA may be officially used to designate the organization and/or membership.

ARTICLE II

PURPOSE

Section A

The purpose for which this corporation is organized is to promote all phases of the sheep industry in the state of Iowa. It is to encourage and foster a public awareness of the sheep industry through education and promotion of sheep products including wool and meat. It furthermore wants to promote communication and cooperation among sheep organizations locally and nationally, to fund research and disseminate information about the sheep industry to the general public, and to encourage the involvement of youth and communities in the sheep industry. It is to work with other state, regional and national organizations of like character and purpose.

ARTICLE III

MEMBERSHIP

Section A

Membership is open to any owner-producer of purebred or commercial sheep, club lamb sheep or any individual or organization interested in the improvement, promotion or development of the sheep and wool industry upon payment of annual membership dues.

1. There 3 types of membership: regular, associate and affiliate. All paid members will receive the ISIA newsletter.
2. Regular members – individual or family with interest in sheep and wool industry. Upon payment of annual dues will have one vote.

3. Associate members—organized groups with interest in the sheep and wool industry. Upon payment of dues will have one vote. Ex: FFA chapters, 4-H clubs
4. Affiliate members—any state organization or business interested in promoting the purposes of this organization. This membership does not have a vote.

Section B

A membership in this Association is non-transferable. ISIA reserves the right to accept or decline any membership. A Conflict of Interest Policy will determine non-qualifying membership. Members who fail to maintain their qualifications for membership will be dropped from the membership rolls and forfeit all rights and privileges.

ARTICLE IV

DUES

Section A

Annual dues shall be determined by the Board of Directors. To maintain yearly membership dues and applications are to be sent to the Treasurer by Jan 1 of the new year.

ARTICLE V

MEETINGS

Section A Annual Membership Meeting

An annual meeting of the membership will be held each year with notice sent to all members not less than 15 days before the annual meeting. Written notice of the time and place of the meeting shall be given to the members by mail, email or social media to the last address shown on the membership records.

1. A quorum of the membership necessary to conduct business shall consist of at least 10% of the first 100 of the current members present at the meeting.
2. Policy decisions, amendments and other business will require a simple majority vote of the members present in the quorum.
3. No proxy votes will be permitted.

Section B Special meetings

1. Meetings may be called by the chairman or by request to the chairman by the membership

2. The meeting may be conducted via email, face to face, conference call or any other electronic device when deemed necessary.

Section D Informal Action without meetings

1. Any action required or permitted by the By-Laws may be taken without a meeting if consent in writing, set forth the action so taken, shall be signed by all of the Directors entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section E Board of Directors Meetings

1. The Directors shall hold their re-organization meeting following the Annual Membership meeting to elect officers for the coming year.
2. A quorum for the Board of Directors shall be a majority or 5 members.
3. The board Chairman may vote to break tie-votes.
4. Meetings of the Board of Directors shall be held at the call of the Chairman.
5. Significant notification of no less than 3 days is to be given.
6. Meetings may be conducted by face to face, via conference call, or any other electronic device that may become available.

ARTICLE VI

FISCAL YEAR

Section A

The ISIA fiscal year shall be from January 1 to December 31. Membership in the ISIA other than Life Members shall be a 12 month membership.

ARTICLE VII

BOARD OF DIRECTORS

Section A Qualifications

1. Must be a current Regular member in good standing for at least 2 years to be elected as a director.

Section B Duties

1. Duties of the Board of Directors are to set the dues and fees of the Association.

2. Set the time and place for the Annual Meeting.
3. Recommend policy changes for the membership.
4. Carry out the wishes of the Association members according to the By-Laws.

Section C Elections

1. The association shall elect 8 board members from the regular membership.
2. A nomination committee of at least 3 members shall be appointed by the board from the general membership. A committee chairman will be appointed.
3. The nominating committee shall secure a slate of candidates to fill the available positions at the Annual Meeting.
4. Nominations from the floor may be given with the approval of the member being nominated.
5. Election will be by ballot at the Annual Meeting.

Section D Terms

1. Board members will serve a 3 year term
2. At the first Annual Meeting of members 3 directors will be elected for 3 years, 3 will be elected for 2 years and 2 will be elected for 1 year. Hereafter all terms will be 3 years.
3. Any vacancies before the end of that director's term will be filled by the Board of Directors to serve until the expiration of the said position. They will serve until the next Annual Meeting at which time they will be voted on.
4. A Director may serve 3 consecutive 3 year terms before retiring from the board. After one or more years of retirement they will be eligible to be re-elected or appointed to the Board of Directors.
5. There will be a term limit of 3 years for the Chairperson.

Section E Vacancies

1. Vacancies occurring on the Board of Directors may be filled by the remaining directors until the next election by the membership.
2. The appointed member must meet the qualification and be willing to serve out the remainder of the elected term.

Section F Duties of the Officers

1. The Chair shall:

- a. Preside at all regular Board and Annual meetings.
 - b. Be the official representative of the organization.
 - c. Supervise and monitor all business affairs of the organization.
 - d. Be a member of the Board of Directors at least 1 year prior to taking the Chair position.
2. The Vice-Chair shall:
- a. Act as Chair and assume leadership in the absence, inability or refusal of the Chair.
 - b. Supervise all chairs of the standing committees.
 - c. Perform all duties as assigned by the Chair.
3. The Secretary shall:
- a. Keep an accurate account of proceedings of all meetings.
 - b. See that all notices are given in accordance with these By-Laws or required by law.
 - c. Hold and maintain a copy of the By-Laws.
 - d. Serve as custodian of corporate records.
 - e. Perform all duties assigned by the Chair.
4. The Treasurer shall:
- a. Report the condition of the finances to the board.
 - b. Communicate with the Association's Bookkeeper for the financial position and memberships paid and report to the Board.
 - c. See that all bills are paid in a timely manner or upon Board approval.
 - d. Perform all duties as assigned by the Chair.

ARTICLE VIII

STANDING COMMITTEES

Section A

The Board of Director's may create and dissolve standing committees as it sees fit. All standing committees shall cooperate fully with the Board of Directors. The following committees shall be established:

- a. By-Laws and Legislative committee should review the by-laws of the ISIA and prepare any changes for the membership. They should keep abreast of any legislation that might affect the sheep industry and pass it on to the members.
 - b. Education and Research Committee will support and develop programs to educate the public about sheep and sheep production. Study research projects and pass on some of those to our membership through articles, social media and web-site.
 - c. Sheep and Wool Festival committee shall be in charge of the festival planning and carry out those plans.
 - d. Iowa State Fair Food Stand and Promotion committee shall work to keep the relationship with the stand managers. They will help plan and carryout plans for the food stand. They will also be charged with working to develop new promotions to sell and feature lamb products.
 - e. Membership and Youth activities committee is charged with developing new programs to increase membership and make suggestion as to how memberships can changed or be adjusted. They are also in charge of youth activities and the development of things that will encourage youth involvement in ISIA and the sheep Industry. They will also be in charge of the ISIA Scholarship for high school youth.
 - f . Communication and Social Media committee shall work with the Industry Relations Director to communicate and develop social media methods to distribute information.
1. The committees will be Chaired by an elected volunteer on the committee.
 2. The Chair of each committee will be responsible to obtain members to serve on "their" committee.
 3. Length of service for the members is at the will of the individual.
 4. All committees should meet at least once per quarter or as needed.
 5. The Board of Directors should give suggestions as to the direction the committee should go.
 6. All committees will file a written report of the activities at the Annual Meeting.

ARTICLE IX

AUDIT

Section A

At the close of each fiscal year or such time as the Board shall determine. The books and assets of the Iowa Sheep Industry Association shall be carefully examined by either a qualified auditor or a person named by the Board who shall report their findings thereon.

ARTICLE X

Independent contractors for the Association

Section A

The ISIA has created the position of Director of Industry Relations to perform a variety of administrative, managerial and spokesperson related functions for the ISIA. The individual will represent the ISIA and work under the guidance and supervision of the Chairman of the Board.

1. This person will be a central contact person for the sheep and wool industry information in the state of Iowa and the Nation.
2. Will publish the "Lamb & Wool" newsletter and other publications as needed.
3. They will work with the Sheep and Wool Festival Chairperson to put on the activity.
4. This will be a paid position based on monthly compensation. There are no other benefits with the position.
5. In the event that this person leaves the position or is let go from the position the ISIA may at its discretion ask a member of the elected Board of Directors to serve as an Interim Director of Industry Relations for up to 6 mo. during the transition time till a replacement can be found. This person, as a Board member, would abstain from voting on any direct issues pertaining to the Director of Industry Relations position. They would be compensated on a per deim basis for the time spent in that position. This would be in agreement with the Board of Directors.

Section B

A bookkeeper can be hired by ISIA in order to effectively maintain the financial record keeping. The bookkeeper shall:

- a. Keep current balances and bank statements and provide information to Treasurer and Chairman.
- b. Pay all bills in a timely manner.
- c. Be a paid position under the direction of the Board of Directors.

- d. Communicate with the Treasurer on a monthly basis providing a financial report for the Board.
- e. Deposit money from all sources and keep records.
- f. Present a quarterly financial report to the Board of Director's and provide a statement of receipts and disbursements.

ARTICLE XI

NATIONAL ORGANIZATIONS

Section A

The Association recognizes the American Sheep Industry and pledge to uphold and support the missions of their programs.

Section B

The Association acknowledges all other state and national sheep and wool organizations recognized by the ISIA membership.

ARTICLE XII

AMENDMENTS

Section A

1. These By-Laws may be amended at any time in either of two ways:
 - a. By 2/3's majority vote of the Membership at the Annual Meeting.
 - b. By 2/3's majority vote of the Board of Directors at any regular or special meeting.
2. Notice of the proposed change MUST be to the membership in the Association newsletter, the ISIA website or sent to the members by email or mail prior to the meeting.
3. Amendments may be proposed by any member of the organization and shall be approved by the By-Laws and Legislative committee and the Board of Directors prior to being submitted to the Membership.

ARTICLE XIII

PARLIAMENTARY LAW

Section A

Robert's Rules of Order, Revised will be the authority on all questions of parliamentary procedure that are not covered in the By-Laws.

ARTICLE XIV

DISSOLUTION

Section A

1. A recommendation for dissolution of the organization, proposed by a majority of the Board of Directors, shall be submitted and approved by a majority of the Membership of the ISIA.
2. In the event of dissolution, the board of Directors shall after paying and making provisions for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such a manner or to such organization organized and operated exclusively for charitable, educational, literary and scientific purposes with a preference given to another sheep organization of similar type.