

**ARTICLES OF INCORPORATION AND BYLAWS FOR
GEORGIA CLUB LAMB ASSOCIATION, INC
A GEORGIA NONPROFIT CORPORATION**

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Georgia Club Lamb Association, Inc.

ARTICLE II. PERIOD OF DURATION

The Bylaws will go into effect on September 26, 2017. The period of duration of the corporation will be perpetual.

ARTICLE III. REGISTERED OFFICE AND REGISTRATION AGENT

The address of the initial registered office in the state of Georgia is 1740 Estes Road Rutledge, GA 30663. The name of the initial registered agent is Jennifer Adams Moss.

ARTICLE IV. CORPORATE PURPOSES AND OBJECTIVES

SECTION 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the marketing of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2. Specific Purpose and Objective

The Overall objective of Georgia Club Lamb Association is to provide special award programs, educational services, and scholarships to 4H and FFA youth who exhibit Georgia Club Lamb Association Sheep and assist our Breeder Membership in the production and marketing of superior sheep in the state of Georgia. The Georgia Club Lamb Association is a nonprofit charitable organization administered by an unpaid, volunteer board of directors.

The specific objectives of this organization shall be:

- a. To sponsor, host, and/or participate in events and activities that promote Georgia Club Lambs and Georgia Breeders.
- b. To provide opportunities for youth to participate in a competitive and educational atmosphere where they can be rewarded with leadership opportunities and success in their project, scholarships, and achievements.

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ARTICLE V. MEMBERSHIP

SECTION 1. Eligibility for Membership

a. Breeder Membership - Any reliable person, firm, or corporation whose primary residence is within the State of Georgia who is actively engaged in the production of Georgia club lambs and support Article IV Section 1 and Section 2 are eligible to become an active breeder member with the Georgia Club Lamb Association and are eligible for all benefits and privileges of the GCLA Breeder Membership. Breeder memberships include all family members and youth that have not yet completed high school in the same household. Information on breeding criteria will be available to breeders at the February State show and upon request. Any changes will not take effect until the next breeding cycle.

b. Family Membership – Any reliable person, firm, or corporation who support the purpose statement in Article IV Section 1 and Section 2 are eligible for Family membership with the Georgia Club Lamb Association and are eligible for all benefits and privileges of the GCLA Family Membership. Family memberships include all family members and youth that have not yet completed high school in the same household.

SECTION 2. Annual Dues

a. Breeder Membership – The amount required for annual dues for breeder members will be set forth annually by the Board of Directors and shared with the membership. Breeder membership will be due on or before February 28. Breeder membership received after February 28 will incur a late fee. Continued membership is contingent upon being up to date on membership dues. Breeder Membership dues shall be equal for all Breeder Members.

Breeder memberships will be effective January 1 through December 31 in any given calendar year.

b. Family Membership – The amount required for annual dues for family membership will be set forth annually by the Board of Directors and will be shared with the membership. Family membership will be due before any points can accumulate for current year points program. Continued membership is contingent upon being up to date on membership dues. Family Membership dues shall be equal for all Family Memberships. Family Memberships will be effective January 1 through December 31 of any given calendar year.

Section 3. Withdrawals and Termination

Any member may withdraw from membership from the Association by providing a written notice of intent to withdraw with the secretary. Upon receipt of any such notice, the membership of such member shall terminate; provided, however, that after a complaint

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has been initiated against a member, the right of such member to withdraw from membership shall be suspended until the termination of all proceedings in connection with such complaint, unless the Board of Directors otherwise approves. Withdrawal shall not relieve a member of unpaid dues.

Section 3. Points Accumulation for Year-End Awards

- a. During the year, points for year-end awards will be accumulated through GCLA sanctioned shows. The Board of Directors will determine the qualifications and requirements for a show to be considered a sanctioned show and will release this information to the coordinators and superintendents of shows. The Board of Directors will also share out the information about these sanction shows as soon as it becomes available.
- b. The Board of Directors will determine the scoring metric for placings in showmanship, weight classes, and division/championship drives and will share this metric out prior to the beginning of the show season.
- c. Points will only be accumulated by members who have completed one of the membership types listed in Article V, Section 1. Points are accumulated per exhibitor. Lambs must be entered in the exhibitor's name and must be exhibited by that exhibitor to earn points throughout the year. The exception would be if that exhibitor has two (2) or more lambs that are in the same weight class, division drive, or championship drive. In this situation, the exhibitor may have another exhibitor show one of the lambs, but only if there are two in the same class or drive.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

SECTION 1. Annual Meeting

The annual meeting will be held once a year, at a time and place designated by The Board of Directors. At the annual meeting members shall elect officers and board members, receive reports on the activities of the association, review financial statement, and determine the direction of the association for the upcoming year.

SECTION 2. Special Meetings

A special meeting of the Board of Directors may be called at any time by the President, or any three (3) or more of the Directors by giving a minimum of two (2) days' notice of such meeting to each member of the Board of Directors, either personally, by mail, or by email; stating the time, place and purpose of such meeting.

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SECTION 3. Notice of Meetings

Notice of annual meeting or any special called meetings shall be given to each member a minimum of two (2) weeks prior. It is the responsibility of those initiating the meeting to see that the membership is informed in a timely fashion.

SECTION 4. Quorum

A quorum of the board of directors shall consist of a meeting of a majority of the members of the board. A quorum for a meeting of the members shall consist of a quorum of the Board of Directors along with any and all members present and in good standing.

SECTION 5. Voting

Each member of the Association in good standing shall be entitled to one vote on each matter submitted to a vote of the membership. To be a member in good standing for purposes of voting in Association matters, a member must have paid dues for the current year.

All items to be voted on shall be decided by a simple majority vote of those present at the meeting in which the vote takes place. No vote is required if there is no opposition by the members present.

Section 6. Meeting Procedures

All meetings of the membership shall be conducted according to parliamentary procedures as set forth in the latest revision of Robert's Rules of Order

ARTICLE VII. Termination or Curtailment of Membership

SECTION 1. Expulsion and Censure of Members

Any member of this Association: (1) who violates these Bylaws; (2) who shall deceive or wrong the Association or a member thereof; (3) whose practices in breeding of Georgia Lambs are such to impair the reliability of the records of the Association; or (4) engages in any fraudulent or unethical practice in connection to the Association, breeding, or any Georgia Club Lamb Association sponsored event, may be censured, suspended or expelled by the Board of Directors after notice and a hearing as hereinafter provided. The Board of Directors shall have the power, in its discretion, to define from time to time what constitutes such fraudulent and unethical practices.

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SECTION 2. Charges Against Members

Upon written complaint reflecting adversely upon the conduct of a member being presented to the Board of Directors, the President shall direct the Board of Directors to complete an investigation.

Members shall cooperate fully with the Association in the investigation.

If, upon completion of an investigation there is cause for action, the Board of Directors will meet to discuss findings and determine appropriate actions. The Board of Directors shall make its findings as to the charges and shall render its decision thereon, either censuring, suspending or expelling said member, or dismissing the charge.

When a member has been denied privileges of the Association or has been censured, suspended, or expelled from membership, such actions shall be communicated to the Association's members.

Neither the Board of Directors, nor any of their members or any officer shall become liable for the decisions rendered, put into effect, or published for the Bylaws, nor for any action taken pertaining to the same.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 1. General Powers

The affairs of the association shall be managed by its Board of Directors. The Board of Directors derives its powers and authority from the members and shall have control of and be responsible for the management of the affairs and property of the association.

SECTION 2. Numbers and Qualifications

The number of Directors shall be fixed from time to time but shall consist of no less than seven (7) members of the Georgia Club Lamb Association including the following Officers: President, Vice President, Secretary and Treasurer; that are in good standing with the Georgia Club Lamb Association and elected by the general membership.

Any member or breeder who has paid their membership dues for the preceding year and is in good standing with the Georgia Club Lamb Association is eligible to serve on the Board of Directors. Nominations will take place prior to the State Show in October. No one shall be nominated or elected whose consents to serve has not first been obtained.

The term of the Board of Directors shall be two (2) years and/until their successors are elected and take office. Once elections for open positions are held in October at the GA

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National Fair and a new member is elected, the official start date for that position will be November 1.

Member of the Board of Directors may succeed themselves, unless otherwise specified by the General Membership.

Any elected president must have served on the Board of Directors in some capacity for at least one (1) year

SECTION 3. Board Expectations

The Board carries the duty to maintain an effective working group dynamic within the Board of Directors and to protect the image and integrity of the Association. Should any member cause discourse within the Board of Directors, Association, or for any other reason bring negative light to the Association or individual members of our organization, the Board shall have the right to sanction, remove from office, or revoke membership of any Member, Board Member, or Officer by a majority vote of the Board of Directors.

Any member of the organization may bring a request for disciplinary action before the Board of Directors for review. A formal request for disciplinary action must be made in writing to the President or Vice President prior to being brought before the Board of Directors. The Board of Directors shall have the right to impose whatever disciplinary action they feel is appropriate and reasonable.

SECTION 4. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors of the Georgia Club Lamb Association. This includes monetary, gift, discounts, or services from members, breeders, sponsors, or any other person or organization.

SECTION 5. President

The President shall have the following duties:

- a. Shall preside at all meetings of the membership and the Board of Directors.
- b. Shall have general superintendence and direction of all other officers and directors of the Georgia Club Lamb Association and see that their duties are properly performed.
- c. Shall perform such other duties as are necessarily incident to the office of President.
- d. Shall have deciding vote when voting results in a tie.

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e. The term for Presidency shall be for one (1) year. The position will not be a directly elected position. After serving a year as President Elect, the Vice President shall assume the duties and role of the President for the final year of the two (2) year term

SECTION 6. Vice President

The person elected as the Vice President shall serve as a two (2) year term position. During the first (1st) year, the Vice President shall act in the capacity of the President in the event of the President's absence at meetings or events and shall perform such other specific duties as specified by the President of the Georgia Club Lamb Association.

The Vice President shall, in addition, shall serve as the President Elect during the first (1st) year and become the president for the second (2nd) year.

SECTION 7. Secretary

The Secretary shall be responsible for managing the day-to-day affairs of the Association.

a. Keep all records of the Association to include Point Circuit records and all Membership roll.

b. Take and keep minutes for all membership and Board of Directors Meetings. These minutes shall be available to the Board of Directors and, once accepted at the regular, monthly meeting, shall be available for viewing by the Georgia Club Lamb association membership.

c. Shall provide a suitable business report of the Association for regular meetings, or at such times as may be considered necessary by the President, Vice President, or Treasurer.

d. Whenever there is a change of Secretary, all records past and present shall be turned over to the Board of Directors.

e. The Secretary will work hand in hand with the Treasurer and in the event the Secretary cannot fulfill his/her duties the Treasurer will take on the Secretary duties until the Secretary position is filled.

f. The term for Secretary shall be for Two (2) years.

SECTION 8. Treasurer

The Treasurer shall be responsible for managing the day to day funds of the Association:

a. Shall have charge of funds of the Association and be empowered to disperse Association funds as needed or as directed by the Board of Directors.

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b. Shall provide a suitable financial report of the Association for regular meetings, or at such times as may be considered by the President, Vice President, or Secretary. After acceptance of the financial report at a regular meeting, these reports shall be available by request of the membership for review

c. Whenever there is a change of Treasurer, all records past and present, receipts, and any other accounting records shall be turned over to the Board of Directors.

d. The Treasurer will work hand in hand with the Secretary and in the event the Treasurer cannot fulfill his/her duties the Secretary will take on the Treasurer duties until the Treasurer position is filled.

e. The term for Treasurer shall be for Two (2) Years.

SECTION 9. Vacancies

When a vacancy occurs in the Board of Directors, the remaining members of the Board of Directors shall have the power to appoint a member for consideration and shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. The person elected will hold office for the remaining term of which the vacancy occurred.

SECTION 10. Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors, whether they be face to face or conference calls will be held once a month as deemed by the Board President of any three Board Members

SECTION 11. Quorum

At all meetings of the Board of Directors, a majority of the whole Board, including the Executive Board, shall constitute a quorum for the transaction of business.

SECTION 12. Resignation

Any Directors may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, formal acceptance of such resignation shall be necessary to make it effective.

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ARTICLE IX. COMMITTEES

SECTION 1. Committee Formation

The Board of Directors may create committees as needed. The President appoints all committee chairs.

SECTION 2. Executive Committee

The Executive Committee shall consist of President, Vice President, Secretary and Treasurer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals in between meetings of the board of directors and is subject to the direction and control of the full board.

SECTION 3. Other committees

The executive board may, from time to time, establish such other committees, as it deems necessary or appropriate, with such powers and authority, as the Board shall designate. A majority of the members of any committee present shall constitute a quorum for the transaction of business at any meeting of that committee.

ARTICLE X. Junior Board of Directors

The Board of Directors may create a Junior Board of Directors to help serve the needs of the Georgia Club Lamb Association. For members to be eligible to serve on the Junior Board, they must be of school age (7th to 12th grade) for the duration of their service on the Junior Board. The total number of members shall be decided by the Georgia Club Lamb Association Board of Directors but must include an Executive Board that consists of a President, Vice-President, Treasurer, and Secretary. In addition, there must be voting members that represent the students in the association. The duties of these positions and the selection process shall be decided by the Board of Directors prior to the creation of the new Junior Board.

ARTICLE XI. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the state of Georgia, the association shall indemnify any officer, board member, member, or former member, officer, or board member, or agent of the association, or any person who may have served at the associations request as a director or officer of another corporation (each of the foregoing

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members, directors, officers, employees, agents and persons is referred to in the Article individually as an “indemnitee”), against expenses actually necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceedings to be liable for negligence or misconduct in the performance of a duty.

The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors or otherwise.

ARTICLE XII. GENERAL PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Georgia Club Lamb Association shall be from January 1 through December 31 of a calendar year.

Section 2. Financial Controls

Funds of the Association shall be handled and expended in keeping with accepted budget and accounting practices under policies established by the Board of Directors. Funds kept in deposit accounts will be monitored at regular intervals.

Section 3. Articles of Incorporation

The articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment is provided to members 30 days prior to any vote.

Section 4. Records

The Association shall keep accurate records of account and shall also keep Minutes of the meetings of its members, Board of Directors, and each committee having any authority of the Board of Directors. These records shall be accepted by the Board of Directors and made available to the membership upon request.

Section 5. Bylaws

The Board of Directors shall amend these Bylaws by majority vote at any regular or special meeting of the Board of Directors. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member.

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The Board of Directors will create a General Rules of Membership Guide as a day to day guideline for member expectations and the general rules of the Georgia Club Lamb Association.

ARTICLE XIII. DISSOLUTION OF CORPORATION

Upon dissolution or final liquidation of the Corporation, the Board of Directors shall. After paying or making provision for the payment of the liabilities of the Corporation, dispose of the remaining assets of the Corporation in accordance with its purposes or transfer such to the Georgia Club Lamb Association or any other organization organized and operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIX. Amendments to the Bylaws

Amendments to the Bylaws may be proposed at any time by any member of the Board of Directors. The Board shall review the proposed amendment and make any modifications it deems appropriate. The proposed amendment will be shared with the full membership for final consideration a minimum of 2 weeks before the Board votes. A majority vote of the Board membership constitutes adoption.