



CVSR Inc. Bylaws

BYLAWS Of the CENTRAL VIRGINIA SMALL RUMINANT CORPORATION

ARTICLE I

The name of this corporation is the Central Virginia Small Ruminant Corporation.

ARTICLE II

The purpose of this corporation is to promote, encourage, increase and improve small ruminant livestock production, education and marketing.

ARTICLE III

Membership in this corporation is open to any small ruminant producer in Central Virginia. A small ruminant producer is anyone who owns or manages a small ruminant production operation.

ARTICLE IV

SECTION 1. Membership dues are per annum and payable in the first thirty days of the year.

The fiscal year is the calendar year. Dues will be \$20 per small ruminant production operation.

SECTION 2. A member vote shall be considered one vote per small ruminant production operation.

SECTION 3. A member must be a minimum of 18 years old.

ARTICLE V

The business of the corporation will be managed and conducted by a Board of Directors. The Board of Directors will consist of six members. Four of the Board members shall be named as of the Officers of the association. The Board of Directors shall be advised by an Advisory Board initially consisting of an educational advisor from Virginia Cooperative Extension. The sole power of the Advisory Board shall be to advise the Board of Directors. The Board of Directors shall assure that the issues and member constituencies of all geographical regions and all production systems (dairy, meat, fiber, sheep and goat) recognized by this corporation are continually represented and considered in all actions taken by the Board.

ELECTIONS

SECTION 1. Directors will be elected at the annual meeting of the corporation. A nominating Committee will nominate candidates to present to the general membership as a slate, and there may also be nomination from the floor at the meeting. No proxy votes will be permitted. Voting will be by ballot. Members may not be nominated from the floor without their presence and consent.

SECTION 2. The Board of Directors shall meet immediately following the annual meeting and shall elect officers from among themselves. Such officers shall hold office for one year: or until their successors are duly elected and qualified unless earlier removed by death, resignation, or for cause. The Board of Directors shall also have power to elect or appoint any assistant officers that shall be found necessary in the operation of the corporation. Those officers shall not be board members.

SECTION 3. Also immediately following the annual meeting, the Board shall elect an educational advisor from VCE to the Advisory Board.

TERMS OF OFFICE

Except for the initial Directors, the term of all directors will be three years and no director may serve more than two, three year terms consecutively. The terms of the initial members of the initial members of the Board of Directors shall be as listed in the Articles of Corporation.

The term of all Advisory Board members shall also be three years, but there shall be no limit to the number of consecutive terms an advisor may serve.

RESIGNATIONS

Any director may resign by giving a letter of resignation to the President of the Corporation. The president gives his/her resignation to the vice president.

REMOVAL

Any director may be removed for just cause by a vote of three-quarters of the members. The members must be notified in writing that this is to take place at least five days before the meeting, the director may present his/her case at the same meeting.

VACANCIES

The board will fill any vacant seat from exiting members in good standing to act as an interim director, until the annual meeting when an election will be held to fill the seat and complete the remaining term of that seat.

MEETINGS

The Board of Directors will meet at least once per quarter and the president shall be allowed to call a meeting of the board at such time as is required. The President also may call special meetings as required. Notice will be sent at least five days in advance.

The annual or special meeting of the Corporation and its general members will be held within the first quarter. A notice will be provided to all members at least 14 days prior to the annual meeting.

All board and member meeting notices may be by phone email, voice mail or US mail.

QUORUM

The quorum requirement to do business at any meeting of the Board of Directors is four Board members.

There will be a minimum of 25% of members in good standing present at any meeting of the members of the Corporation to comprise a quorum.

ARTICLE VI OFFICERS

The officers of the Corporation will be president, vice president, secretary, and treasurer and all shall be either bonded or insured, once the Corporation has a treasury.

DUTIES

The duties of the officers shall be as follows:

PRESIDENT

The president shall: (1) preside over all meetings of the Corporation and of the Board of Directors; (2) call special meetings of the Board of Directors; (3) perform all acts and duties usually performed by an executive or presiding officer, and (4) sign all such papers of the Corporation as he/she may be authorized or directed by the Board of Directors. The president will perform such other duties as may be prescribed by the Board of Directors.

VICE PRESIDENT

In the absence or disability of the president, the vice president shall perform the duties of the president; provided however, that in case of death, resignation, or disability of the president; the Board of Directors may declare the office vacant and elect his successor until filled by the Board of Directors at the next general election.

SECRETARY

The secretary shall keep a complete record of all meetings of the Corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the Corporation. The secretary shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business that pertains to the office of secretary to the members at the annual meeting. The secretary shall perform such other duties as may be required by the Corporation or the Board of Directors. Upon election of a successor, the secretary shall turn over to the successor all books and other property belonging to the Corporation.

TREASURER

The treasurer shall have the custody of the funds of the Corporation. He or she is responsible for depositing all monies belonging to the Corporation in its financial accounts and keeping all financial records of the organization. The treasurer shall sign all checks, pay all obligations, and account quarterly to the Board of Directors on disbursements and expenses incurred. The treasurer shall be bonded, the cost paid by the Corporation. On the signature card will be president, vice president and treasurer.

COMMITTEES

There shall be three standing committees of the Corporation that shall act at the direction of the board. Each committee shall consist of at least three members, one of whom must be a member of the Board of Directors. No member may sit on a committee or vote as a Board Director that has a conflict of interest with a committee. The three standing committees will be:

- 1) Marketing
- 2) Service and Supply
- 3) Education

OTHER COMMITTEES

The Board of Directors may appoint additional committees that shall act at the direction of the board, ad hoc or standing, as it deems necessary to carry on its affairs. The president and educational advisor shall be ex officio members of all the committees except the nomination committee.

NOMINATING COMMITTEE

The Board of Directors, for the purpose of finding candidates for officers and board of directors at large, will appoint a nominating committee in election years. This will be an ad hoc committee.

ARTICLE VII AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, by a two thirds vote of the members present in person at any annual or special meeting at which there is a quorum. The notice of this meeting must have contained a statement covering the proposed amendment.

ARTICLE VIII FINANCIAL REVIEW

At least once a year, the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three persons who shall make a careful financial review of the books and accounts of the Corporation and render a report in writing, thereon. The report shall be submitted to the members of the Corporation at their annual meeting. The report shall include at least:

- 1) A balance sheet showing the true assets and liabilities of the Corporation
- 2) An operating statement of the fiscal period under review.

ARTICLE IX DISSOLUTION

Upon dissolution of this Corporation after payment of all debts of the Corporation, the remaining assets of the Corporation, if any, shall be transferred to and divided among the 4-H Clubs and FFA Corporations in the counties which have been served by the Corporation. Any such funds shall be designated for use in promotion of the small ruminant industry in these counties.

ARTICLES OF CORPORATION

We hereby associate to form a Nonstock Corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and set forth the following:

ARTICLE I NAME

The name of this corporation shall be the Central Virginia Small Ruminant Corporation, INC.. The Corporation is hereinafter referred to as "CVSR INC."

ARTICLE II PURPOSE

The purpose for which the CVSR INC., is organized is to promote, encourage, increase, and market small ruminants and their products.

**ARTICLE III
MEMBERSHIP**

The organization will have members, and will have a Board of Directors, which will conform to the following:

Membership in this Corporation is open to any small ruminant producer in Central Virginia. A small ruminant producer is anyone who owns or manages a small ruminant production operation.

In accordance with the bylaws of the CVSR INC., the business of the Corporation will be managed and conducted by a Board of Directors. The Board of Directors will consist of six members. Four of the Board members shall be named as of the Officers of the corporation. The Board of Directors shall be advised by an Advisory Board initially consisting of an educational advisor from Virginia Cooperative Extension. The sole power of the Advisory Board shall be to advise the Board of Directors. The Board of Directors shall assure that the issues and member constituencies of all geographical regions and all production systems (dairy, meat, fiber, sheep and goat) recognized by this corporation are continually represented and considered in all actions taken by the Board.

**ARTICLE IV
DISSOLUTION**

Upon dissolution of this Corporation after payment of all debts of the Corporation, the remaining assets of the Corporation, if any, shall be transferred to and divided among the 4-H Clubs and FFA Corporations, which have been served by the Corporation. Any such funds shall be designated for use in promotion of the small ruminant industry in these organizations.

**ARTICLE V
REGISTERED AGENT**

The office of the initial Registered Agent of the CVSR INC., INC. which is located at _____ of _____, VA _____. The initial Registered Agent of the CVSR INC. is _____, who is a resident of Virginia and an initial director of the CVSR INC., INC..

**ARTICLE VI
LIMIT ON LIABILITY AND INDEMNIFICATION**

In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of Directors or Officers of a Corporation to the Corporation, the Directors and Officers of the CVSR INC., shall not be libel to the Corporation.

**ARTICLE VII
BOARD OF DIRECTORS**

The names of the initial Board of Directors are:

Director _____, Term 1 Year

Director _____, Term 1 Years

Director _____, Term 2 Years

Director _____, Term 2 Years

Director _____, Term 3 Years

Director _____, Term 3 Years

Advisory Board Director John G. Thompson Term 3 years
 Extension Agent
 P.O. Box 133
 Palmyra, VA 22963

Dated: _____

Incorporator
