

Proposed Amendments to the United Suffolk Sheep Association (USSA) Bylaws

ARTICLE III. MEMBERSHIP.

Current Language:

Section 1. General Qualifications. Any owner and registrant of Suffolk sheep in the United Suffolk Sheep Association may become a member; provided, however, that each owner and registrant shall be represented by but one membership whether such owner and registrant be an individual, partnership, corporation, association or other entity. To be a member in good standing for purposes of voting in Association elections, a member must: (1) have paid dues for the current year, (2) have no outstanding financial obligation to the Association more than sixty (60) days past due, (3) currently own Suffolk sheep and (4) have registered sheep in the United Suffolk Sheep Association, not necessarily in the current year. Individuals wishing to become Associate members of the Association may do so simply by paying annual dues. Associate members cannot vote in Association elections.

Proposed Language:

Section 1. General Qualifications. Any owner and registrant of Suffolk or percentage Suffolk in the United Suffolk Sheep Association may become a member; provided that each owner and registrant shall be represented by but one membership whether such owner and registrant are an individual, partnership, corporation, association or other entity. To be a member in good standing for purposes of voting in Association elections, a member must: (1) have paid dues for the current year, (2) have no outstanding financial obligation to the Association more than sixty (60) days past due, (3) currently own Suffolk sheep and (4) have registered sheep in the United Suffolk Sheep Association within the last fiscal year. Individuals wishing to become Associate members of the Association may do so simply by paying annual dues. Associate members cannot vote in Association elections.

Current Language:

Section 2. Junior Membership. The Board of Directors shall have the authority to establish a separate membership class for junior members with such limitations and qualifications as the Board shall establish from time to time; provided, however the such junior member shall have no voting rights.

Proposed Language:

Section 2. Junior Membership. The Board of Directors shall have the authority to establish a separate membership class for junior members with such limitations and qualifications as the Board shall establish from time to time; provided, however the such junior member shall have no voting rights. Details on Junior Membership are described in the United Suffolk Sheep Association Junior Membership Bylaws.

Current Language:

Section 5. Membership dues and service fees. The Board of Directors may determine from time to time the amount of annual membership dues and the amount of fees for services that shall be payable to the Association. The Board of Directors may also establish the time or times at which membership dues and service fees are due and payable, and procedures for dealing with members and others in default of payment. If a person is in default in the payment of annual membership dues or service fees, the Association may refuse to register any sheep for that person until due and owing membership dues and service fees are paid in full.

Proposed Language:

Section 5. Membership dues and service fees. The Board of Directors may determine from time to time the amount of annual membership dues and the amount of fees for services that shall be payable to the Association. The Board of Directors may also establish the time or times at which membership dues and service fees are due and payable, and procedures for dealing with members and others in default of payment. If a person or organization is in default of annual membership payment, all registration and associated fees will be billed at

non-member rates until annual dues are paid. Other unpaid fees may result in the Association's refusal to register any sheep for that person until all fees are paid in full.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP.

Current Language:

Section 3. Notice. Written notice of all meetings stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-five (25) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the persons calling the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Proposed Language:

Section 3. Notice. Written notice of all meetings stating the place, date, time, and purpose(s) of said meeting must be called under the following conditions. Correspondence regarding the meeting shall be delivered not less than twenty-five (25) days nor more than sixty (60) days before the date of the meeting. It is the responsibility of those initiating the meeting to see that the membership is informed in a timely fashion.

ARTICLE V. DIRECTORS.

Current Language:

Section 2. Number and Qualifications. The Board of Directors shall consist of twelve members of the Association in good standing. Prior to declaring their candidacy, a member must have registered or transferred sheep with the Association in the calendar year of their candidacy and in each of the immediate prior two calendar years. The Secretary shall ascertain the qualification of the candidate prior to placing their name on the ballot and shall report any unqualified candidates to the President. Directors must continue to register or transfer sheep in each and every calendar year while serving on the board. Additionally, any Director who fails to register or transfer sheep in each and every calendar year while serving on the Board as required shall be removed from the Board by the Board of Directors. The Board of Directors shall establish the method of election and appropriate steps to ensure that all members are represented.

Proposed Language:

Section 2. Number and Qualifications. The Board of Directors shall consist of twelve members of the Association in good standing. Prior to declaring their candidacy, a member must have registered sheep with the Association in the calendar year of their candidacy and in each of the immediate prior two calendar years. The Secretary shall ascertain the qualification of the candidate prior to placing their name on the ballot and shall report any unqualified candidates to the President. Directors must continue to register sheep in each and every calendar year while serving on the board. Additionally, any Director who fails to register sheep in each and every calendar year while serving on the Board as required shall be removed from the Board by the Board of Directors. The Board of Directors shall establish the method of election and appropriate steps to ensure that all members are represented.

Current Language:

Section 3. Term of Office. The twelve members of the Board of Directors shall be elected from four districts. Three Directors shall be elected from each district. The four districts shall be initially established as follows: District 1. Washington, Oregon, California, Idaho, Nevada, Arizona, Utah, Wyoming and Montana. District 2. North Dakota, South Dakota, Nebraska, Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana, Mississippi, Alabama and Tennessee. District 3. Minnesota, Iowa, Wisconsin, Illinois and Kentucky. District 4. Michigan, Indiana, Ohio, West Virginia, Pennsylvania, New York, Vermont, Maine, New Hampshire Massachusetts,

Rhode Island, Connecticut, New Jersey, Delaware, Maryland, Virginia, Georgia, North Carolina, South Carolina, and Florida. To provide equal representation to members, it is intended that these districts have substantially the same number sheep registered with the Association each year. The Directors may from time to time move one or more states to contiguous districts to equalize the numbers of registrations in each district.

The term of office of the Directors shall be three years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself, except that no person shall consecutively serve more than two three-year terms. Following service of two consecutive three-year terms, a member would again be eligible for election to the Board of Directors at the first election following the end of the most recent term served by that former Director. Not more than two Directors residing in any one state may serve on the Board at any one time and all Directors must reside in the district which they represent.

Proposed Language:

Section 3. Term of Office. The twelve members of the Board of Directors shall be elected from four districts. Three Directors shall be elected from each district. The four districts shall be initially established as follows: District 1. Alaska, Hawaii, Washington, Oregon, California, Idaho, Nevada, Arizona, Utah, Wyoming and Montana. District 2. North Dakota, South Dakota, Nebraska, Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana, Mississippi, Alabama and Tennessee. District 3. Minnesota, Iowa, Wisconsin, Illinois and Kentucky. District 4. Michigan, Indiana, Ohio, West Virginia, Pennsylvania, New York, Vermont, Maine, New Hampshire Massachusetts, Rhode Island, Connecticut, New Jersey, Delaware, Maryland, Virginia, Georgia, North Carolina, South Carolina, and Florida. To provide equal representation to members, it is intended that these districts have substantially the same number sheep registered with the Association each year. The Directors may from time to time move one or more states to contiguous districts to equalize the numbers of registrations in each district.

The term of office of the Directors shall be three years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself, except that no person shall consecutively serve more than two three-year terms. Following service of two consecutive three-year terms, a member would again be eligible for election to the Board of Directors at the first election following the end of the most recent term served by that former Director. Not more than two Directors residing in any one state may serve on the Board at any one time and all Directors must reside in the district which they represent.

Current Language:

Section 6. Vacancies. In the case of a vacancy on the Board of Directors, the Directors shall have the power to fill such vacancy with the appointment of a member who lives in the district with the vacant seat to serve the unexpired term until the next annual meeting, at which time the opening would be filled in the same manner provided in Section 4. In the event of a vacancy and a full-term board seat both being available in the same district, members will vote for two (2) candidates. The two candidates receiving the most votes will fill the Board of Directors vacancies in the following manner. The person with the most votes will fill the three-year term and the person with the second most votes will fill the shorter term. Filling an uncompleted term will not preclude a Director from being elected to the Board of Directors for two consecutive three-year terms.

Proposed Language:

Section 6. Vacancies. In the case of a vacancy on the Board of Directors, the Directors shall have the power to fill such vacancy with the appointment of a member who lives in the district with the vacant seat to serve the unexpired term until the next annual meeting, at which time the opening would be filled in the same manner provided in Section 4. In the event of a vacancy and a full-term board seat both being available in the same district, members will vote for two (2) candidates. The two candidates receiving the most votes will fill the Board of Directors vacancies in the following manner. The person with the most votes will fill the three-year term and

the person with the second most votes will fill the shorter term. Filling an uncompleted term will not preclude a Director from being elected to the Board of Directors for two consecutive three-year terms.

Current Language:

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held at such location as, and immediately following, the annual meeting of the membership of the Association, or at such other location and time as designated by the Board of Directors.

Proposed Language:

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held at a location to coincide with the annual meeting of the membership and either precedes or follows the annual membership meeting. Special circumstances allow the Board to designate an alternative time and location.

Current Language:

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such location as, and immediately following, the annual meeting of the membership of the Association, or at such other location and time as designated by the Board of Directors.

Proposed Language:

Section 9. Regular Meetings. Regular meetings of the Board of Directors, whether they be face to face or conference calls, will be held periodically during the year as deemed the Board President or any three Board Members.

ARTICLE VII. COMMITTEES.

Current Language:

Section 4. Notice. Written notice of all committee meetings shall be given not less than twenty-five (25) days prior to any meeting unless all committee members and the President approve a waiver of that requirement. Any notice required to be given to members of any committee may be waived in writing by any of the members.

Proposed Language:

Section 4. Notice. Written notice of all committee meetings shall be given not less than ten (10) days prior to any meeting unless all committee members and the President approve a waiver of that requirement. Any notice required to be given to members of any committee may be waived in writing by any of the members.