

**BYLAWS OF
ST. CROIX HAIR SHEEP INTERNATIONAL ASSOCIATION, INC.**

ARTICLE I

ENTITY

- Section 1 The name of this Corporation shall be *St. Croix Hair Sheep International Association, Inc.*
No other names will be recognized.
- Section 2 The principal office of the Corporation shall be located at the address of the current Secretary of the Corporation.
- Section 3 The registered agent for said Corporation shall be J-P Voillequé, Attorney
Immix Law Group PC, 121 SW Salmon St., Suite 1000, Portland, OR 97204
- Section 4 The Board of Directors may change the registered agent or principal office by majority vote.
- Section 5 The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE II

PURPOSE

- Section 1 The purposes for which the Corporation is to be formed are:
- To establish a central organization within the United States to register, promote, and encourage quality in the breeding of white, polled St. Croix hair sheep and to do all possible to bring their natural qualities to perfection.
 - To define the distinguishing characteristics of the breed.
 - To establish specific minimum standards for registering individual animals.
 - To ensure that individual animals meet specified criteria in order to be registered as members of the St. Croix breed.
- Section 2 The proposed organization shall foster animal husbandry in general and development of the St. Croix breed of sheep in particular.
- Section 3 The Corporation shall not be conducted or operated for profit and no part of the assets, income, or any profits of the Corporation shall be distributable to, or inure to the benefit of its members, directors or officers, except to the extent permitted under Oregon Nonprofit Corporation Laws. The Corporation shall not take steps which will serve to facilitate the transaction of specific business by its members, promote the private interest of any member, nor engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE III

MEMBERSHIP

- Section 1 The members of the Corporation shall consist of the persons signing the Articles of Incorporation and such other owners and registrants of St. Croix sheep registered within this association who pledge to support the organization, to obey its Rules for Registration and Conduct, and who subscribe to the objectives of this Corporation.
- Section 2 Each owner and registrant shall be represented by one membership only, whether such owner and registrant be an individual, partnership, corporation or other association.
- Section 3 Membership Fees/Dues. The initial annual membership fee shall be Twenty US Dollars (\$20.00). The annual membership fee for subsequent years shall be Twenty US Dollars (\$20.00).
“Membership fees or dues are payable at the beginning of each fiscal (calendar) year and must be paid prior to registering or transferring sheep in that year. Dues must be paid by Oct. 31st of each year to remain a member in good standing. Fees may be increased as proposed by the Board and voted on by a majority of the members in good standing who cast votes.
- Section 4 Rights of Members. Each member in good standing shall be entitled to one vote in the nomination and election of the Officers and Directors, and in such other matters which come before the general membership of the Corporation. The right of a member to vote and all of his/her rights, title and interest in or to the Corporation shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
- Section 5 Termination of Membership. Membership may be terminated:
- (a) By resignation. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.
 - (b) By lapsing. Failure to pay current membership fees/dues by October 31st of each year will be considered as a resignation.
 - (c) By revocation. The Board of Directors may, by a two-thirds majority vote, revoke the membership of any member for failure to meet standards of membership as set forth in Article III Section 1 hereof. In such case, a member shall be given thirty (30) days advance notice of the date of the hearing set for determination of membership; and such member shall be afforded a reasonable opportunity to present his/her contention that (s)he did qualify for membership. After revocation of membership, a two-thirds majority vote of the Board shall be required to reinstate any member revoked.
 - (d) By conviction of cruelty to animals. A membership will be terminated if any member is convicted by criminal or civil judicial process of charges of cruelty to animals. Membership so terminated may be reinstated only upon successful appeal. The Board of Directors must be provided with copies of any successful appeal before approving the reinstatement.

ARTICLE IV

DIRECTORS AND OFFICERS

- Section 1 Board of Directors. The responsibility and authority for administration of the affairs of the Corporation shall be vested in a Board of Directors which shall be comprised of Officers and Directors, all of whom shall be members in good standing and residents of the United States. No one person may hold more than one office or serve as a director concurrently with his/her office. Each farm/family may hold only one position on the board and each state may be represented by no more than one officer and one director.
- Section 2 Initial Board of Directors. The initial Board of Directors shall be those persons listed in the Articles of Incorporation. The initial Board of Directors shall hold office until the first annual meeting of the Corporation and/OR until their successors have been elected and qualified, except as hereinafter otherwise provided for filling vacancies.
- Section 3 Directors. Five (5) Directors shall serve on the Board.
- (a) All Directors, other than Directors serving on the Initial Board of Directors, and Directors elected by the Board to fill vacancies, shall be elected in accordance with Article XIII of the Bylaws.
 - (b) Elected Directors shall serve two-year terms, or until their successors are duly elected and qualified. Directors may succeed themselves, however, no person may serve as Director for more than three consecutive terms.
 - (c) All Directors shall be elected representing geographic regions as established by the Board of Directors. Each director must reside in the geographic region which (s)he is representing.
 - (d) The Board of Directors shall establish five(5) geographic regions within the (50) United States as follows:
 - Region 1 – Eastern States
 - Region 2 – North Central States
 - Region 3 – South Central States
 - Region 4 – Northwestern States
 - Region 5 - Southwestern States
- (e) All five (5) Regions shall have about the same number of members living within their borders. Such regions shall not be gerrymandered, but shall be arranged in a natural and fair manner. The Board serving in years ending with a zero (0) or a five (5) shall, when necessary, reapportion any or all regions in order to keep their population nearly equal. The reapportioned regions shall be accomplished prior to the Annual Meeting and shall be announced and become effective at the time of the Annual Meeting.
- (e) Directors representing odd-numbered regions will be nominated and elected in odd-numbered calendar years, and Directors representing even-numbered regions will be nominated and elected in even-numbered calendar years.
- Section 4 Officers. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer.
- Section 5 All officers, other than officers serving on the Initial Board of Directors, and officers elected by the Board to fill vacancies, shall be nominated by the Board or nominated by a member in good standing and elected by the membership in accordance with Article XIII of the Bylaws.

Section 6 Each Officer of the Corporation shall serve two (2) years or until his successor is duly elected and qualified. Officers may succeed themselves; however, no person may serve as an officer in the same capacity for more than three consecutive terms. All officers will be nominated and elected in odd-numbered calendar years.

Section 7 Officer Vacancies.

(a) In case the Office of President becomes vacant by death, resignation, retirement, disqualification, or any other cause, the office shall be filled automatically by the Vice- President, and the resulting vacancy in the office of Vice-President shall be filled in accordance with Article IV, Section 7 (b).

(b) In case any Office of the Corporation other than President becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy. The officer so elected shall hold office and serve until the first meeting of the Board of Directors after the next Election of Officers and Directors, and until the election and qualification of his/her successor.

Section 8 Director Vacancies.

(a) In the case a Director position becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect a member in good standing to fill such vacancy. The director so elected shall hold office and serve until the first meeting of the Board of Directors after the next Election of Officers and Directors, and until the election and qualification of his/her successor.

ARTICLE V DUTIES AND AUTHORITY OF DIRECTORS AND OFFICERS

Section 1 The Board's actions and policies shall be consistent with the Bylaws of the Corporation.

Section 2 Compensation and Expenses. Directors and Officers shall not receive any stated salary for their services as such. The Board shall have power in its discretion to pay to Directors and/or Officers rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services, and to reimburse Directors for any expenses incurred in conducting business of the Corporation.

Section 3 Powers. All the corporate powers, except as otherwise provided for in these bylaws and in the Laws of the State of Oregon, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 4 The Board of Directors.

(a) The Board of Directors shall meet at least once annually to nominate officers and directors as necessary and to consider other business as required. **Meetings may be in person or by conference call**

(b) Special meetings of the Board may be called as determined by the President or at the request of any Director.

(c) The Board shall establish specific minimum standards for registering individual animals as members of the St. Croix breed subject to the adoption of such standards by a two-thirds majority vote of members in good standing, who cast votes.

(d) The Board may amend fees for membership subject to the adoption of such fees by a majority vote of members in good standing, who cast votes

(e) The Board may establish minimum standards for certification of St. Croix hair sheep which exhibit exceptional production traits subject to the adoption of such standards by a two-thirds majority vote of members in good standing.

- (f) The Board shall adopt or amend Rules for Registration and Conduct and shall see to their proper enforcement subject to the adoption of such rules by a two-thirds majority vote of members in good standing, who cast votes.
- (g) The Board shall approve suitable forms for use by the Corporation in registering individual sheep, including:
 - Application for Registration
 - Certificates of Registry
 - Breeding Certificates
 - Transfers
 - Other forms as the Board deems necessary for the accurate registration of sheep
- (h) The Board shall have authority in its sole discretion to charge Registration Fees, Transfer Fees, and other fees in such amount as it deems necessary to cover the administrative expense of processing applications.
- (i) The Board may appoint any Committees as may be required, in its discretion, to serve under such tenets and conditions as the Officers and Directors deem to be in the best interest of the Corporation.
- (j) The Board may establish and amend operating standards and procedures for the Corporation.
- (k) The Board may make business decisions on behalf of the Corporation as it pertains to corporate reporting and compliance with regulatory agencies and jurisdictions.
- (l) The Board may contract with outside agencies to perform services for registration and polling.
- (m) The Board may, from time to time, appoint individuals who are members in good standing and who have special expertise and/or experience to assist the Board in an advisory capacity with Corporation business. These appointed individuals will serve as non-voting, ex-officio members of the Board subject to re-appointment by the Board on a yearly basis.

Section 5 President. It shall be the duty of the President to:

- Preside at all meetings of the Corporation and the Board of Directors.
- Direct the daily business affairs of the Corporation, with the normal authority of a principal executive officer of any ordinary business corporation.
- Act on behalf of the Corporation and bind the Corporation, subject to the approval of the Board of Directors, if required.
- Arrange with the Treasurer for the auditing of the books, accounts, and records of the Corporation at least one day prior to the Annual Meeting, should the Board of Directors request such audit.

Section 6 Vice-President. It shall be the duty of the Vice-President to:

- Assist the President and perform the duties of the President in the event of absence, inability, or death of the President.
- Perform such other duties and have such responsibilities as assigned by the Board of Directors.

Section 7 Secretary.

It shall be the duty of the Secretary to:

- Keep all records of the Corporation in such manner as may be directed by the Board of Directors.
- Keep a record of all proceedings of meetings held by the Members, Board of Directors, and any Committees appointed.
- Publish meeting notices using any of the methods mentioned in Article X, Section 4.
- Publish meeting minutes using any of the methods mentioned in Article X, Section 4.

- Confirm all members are in good standing prior to the withdrawal and disbursement of monies as the Board of Directors directs.
- Maintain a record of the names and addresses of all members in good standing entitled to vote during the Polling for Election of Officers and Directors.
- Confirm eligibility of additional nominations of Officers and Directors by members in good standing for the annual election of Officers and Directors in accordance with Articles VII and VIII.
- Annually submit to a polling service the officers and directors nominated by the Board and members in good standing for the annual election of Officers and Directors in accordance with Articles VII and VIII.
- Annually submit to a polling service the list of members in good standing eligible to vote prior to the deadline for polling.

Section 6 Treasurer.

- (a) The Treasurer shall be bonded, by the Corporation, for approximately 100% of the total assets of the Corporation.
- (b) It shall be the duty of the Treasurer to:
- Have charge of all monies of the Corporation and withdraw and disburse these monies as the Board of Directors directs.
 - Make deposits in the name of and to the credit of the Corporation in such financial institutions as directed by the Board of Directors.
 - Prepare a suitable report of financial condition and other financial information as it pertains to the business of the Corporation for the annual members meeting, or at other times as may be deemed necessary by the President.
 - Prepare a proposed annual operating budget for consideration of adoption by the Board of Directors at the annual Board of Directors meeting.
 - Prepare a report of dues received from members in good standing for the Secretary to use for the confirmation and publication of members in good standing and for confirmation of members in good standing prior to the deadline for determination of eligibility for polling.

**ARTICLE VI
REGISTRAR**

Section 1 The Registrar shall be contracted by the Board of Directors.

Section 2 It shall be the duty of the Registrar to:

- (a) Process all applications for registration and transfer of animals.
- (b) Issue Certificates of Registry.
- (c) Assign serially-numbered membership numbers to new members evidencing membership fees collected for the new members.
- (d) Maintain accurate records of all registrations and transfers.
- (e) Assign a Corporation registry number to each animal registered.
- (f) Perform all other functions necessary for the proper registration of individual members of the St. Croix hair sheep breed.
- (g) Collect any registration fee, transfer fee, or other fee authorized by the Board of Directors.
- (h) Maintain accurate records of such fees collected.
- (i) Forward all monies collected to the Treasurer of the Corporation.
- (j) Provide a list to the Treasurer and/or Secretary of the Corporation of all membership fees collected from Members as requested.
- (k) Provide a monthly statement of all transactions to the Treasurer and other designated representative(s) in such format as requested by the Board.

**ARTICLE VII
POLLING SERVICE**

- Section 1 An independent Polling Service shall be contracted by the Board of Directors.
- Section 2 It shall be the duty of the Polling Service to:
- (a) Prepare and distribute ballots of nominees to members in good standing for the annual election of Officers and Directors.
 - (b) Receive and process executed ballots and report results to the Secretary of the Corporation as detailed in Article VIII, Section 7.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- Section 1 Officers and Directors shall be elected in accordance with Article IV, Sections 3(b), 3(e) and 6. The election will occur annually prior to the end of the fiscal year. Elected Officers and Directors shall assume their duties at the next Board meeting following the election.
- Section 2 Voting for election of Officers and Directors shall be limited to those members in good standing and shall be decided by mailed written ballot. Voting by proxy shall not be permitted.
- Section 3 Nominations of Officers and Directors for election shall precede the election. No person shall be a candidate for more than one (1) position.
- Section 4 Nominations shall be proposed annually by the Board of Directors at least two months prior to the election.
- (a) The Secretary of the Corporation shall obtain the acceptance in writing of each nominee.
 - (b) The Secretary of the Corporation shall publish the slate of nominees nominated by the Board of Directors to the membership, at least 6 weeks prior to the election.
- Section 5 Nominations may be proposed annually by written petition addressed to the Secretary of the Corporation and received at least one month prior to the election.
- (a) The petition must be signed by a member in good standing and be accompanied by the written acceptance of each additional nominee signifying his/her willingness to be a candidate.
- Section 6 If only one (1) candidate has been nominated for each Director position, or only one (1) candidate has been nominated for each Officer, then the slate of candidates shall be declared elected and no balloting will be required for that position.
- Section 7 Mailing of Ballots.
- (a) If more than one (1) candidate has been nominated for any position, an independent firm, hired by the Board, shall, at least two weeks prior to the election, mail to each member in good standing a ballot listing, in alphabetical order, all of the nominees and their addresses.
 - (b) Mailed along with the ballot shall be a specially marked return envelope, postage prepaid and addressed to the Polling Service marked 'Ballot'.
 - (c) Ballots must be sealed and returned only in the specially marked, postage prepaid envelope provided.
 - (d) The Polling Service will verify by the specially marked envelope and the name and return address the eligibility of the voter before opening the envelope. The Polling Service will only open and count

those ballots returned in the unique envelope furnished by the firm that contains the name and return address of the voter.

Section 8 After the ballots have been counted by the Polling Service, and the firm has informed the Secretary of the the results, the Secretary of the Corporation shall immediately inform all of the nominees the numerical results of the election, and shall then publish the results to the membership.

Section 9 Nominations cannot be made in any manner other than as provided above.

ARTICLE IX COMMITTEES

Section 1 Appointments. The President, with the approval of the Board, may appoint standing committees to advance the work of the Corporation in such matters as may well be served by a committee. Committees may also be established for special projects.

Section 2 Reporting. All committees that handle Corporation funds shall make a financial report, written or in person, to the Board.

Section 3 Termination of Appointments. Any committee appointment may be ended by a majority vote of the Board or upon written notice of the appointee(s). The President, with the approval of the Board, may appoint successors to those persons whose service has ended.

ARTICLE X MEETINGS

Section 1 Annual Meeting.

- (a) An Annual Meeting of the membership of the Corporation shall be held at such time and place as the Board may designate for the express purpose of considering business as may properly come before the membership. This meeting may be in person or by voice conference call)
- (b) A minimum of 10% the members in good standing at the Annual Meeting shall constitute a quorum for the transaction of business. A majority vote of the quorum is required for the transaction of business. A majority vote of the quorum is defined as one half (1/2) the total number of members in good standing present, plus one.(rounded to the next higher integer)

Section 2 Board Meetings.

- (a) The Board of Directors shall meet at least once annually to nominate officers and directors and to consider other business as required.
- (b) A majority of the Directors present at any meeting shall constitute a quorum for the transaction of business. A majority is defined as one half (1/2) the total number of Board members plus one (rounded to the next higher integer). Any act taken by a majority of the Directors, including the removal of any Director and election of his successor, shall constitute an act of the Board of Directors.

Section 3 Special Meetings.

- (a) Special Meetings of the membership may be called by the President, or by a two-thirds majority vote of the Directors, or by written petition of 10 % of members in good standing.
- (b) Special Meetings of the Board may be called by the President or at the request of any two Directors.

Section 4 Notice of Meetings. A minimum of fifteen (15) days' notice shall be given prior to all meetings to provide the membership and/or Board with the date, hour and place of the meeting. Notice shall be given via at least one of the following methods:

- Telephone
- Electronic mail
- US mail
- Internet website

ARTICLE XI
ORDER OF BUSINESS FOR MEETINGS

- Section 1 The rules contained in *Roberts Rules of Order Revised*, as may be amended and published from time to time, shall govern all meetings of the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the By Laws of the Corporation.
- Section 2 At all Membership Meetings and Special Meetings the President or Vice-President shall preside.
- Section 3 At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a Chairman chosen by the Directors present, shall preside. An agenda will be published by the presiding officer prior to the meeting.
- Section 4 The Order of Business for all Annual Meetings of the Corporation shall be as follows:
- Roll Call by Signature Sheet
 - Reading of Minutes of Last Annual Meeting
 - Report of President
 - Report of Secretary
 - Report Of Treasurer
 - Reports of Committees
 - Unfinished Business
 - New Business
 - Adjournment
- Section 5 The Order of Business for all Board Meetings of the Corporation, unless otherwise directed by majority vote of those present, shall be as follows:
- Reading of Minutes of Last Board Meeting
 - Report of Secretary
 - Report of Treasurer
 - Reports of Committees
 - Unfinished Business
 - New Business
 - Adjournment
- Section 6 The Order of Business for all Special Meetings of the Corporation shall be determined by the President.

ARTICLE XII

FINANCES

- Section 1
Corporation The Board of Directors shall adopt an operating budget prior to the start of each fiscal year, and the shall function within such budget, subject to budget amendments by the Board.

**ARTICLE XIII
DISSOLUTION**

Section 1 The Corporation may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing who cast votes. After payment of the debts of the Corporation, its property and assets shall be distributed in accordance with then applicable IRS and state of Oregon regulations.

**ARTICLE XIV
AMENDMENTS**

Section 1 Amendments to the Bylaws of the Corporation and to the Breed Standard may be proposed by the Board of Directors.

Section 2 Amendments to the Bylaws of the Corporation and to the Breed Standard may be proposed by written petition addressed to the Secretary of the Corporation in which ten percent (10%) of the membership in good standing have signed the petition (as of the date of mailing). Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board by the Secretary of the Corporation for a vote within three (3) months of the date when the petition was received by the Secretary of the Corporation.

Section 3 The Bylaws and the Breed Standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary of the Corporation (or his/her agent) to each member in good standing accompanied by a ballot on which (s)he may indicate his/her choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary of the Corporation (or his/her agent) to be counted. The favorable vote of two thirds (2/3) of the members in good standing whose ballots are returned within the time limit shall be required to pass any such amendment, which shall be effective immediately.

Section 4 A history of alterations or amendments approved by the majority vote of the members in good standing will be incorporated in the revised bylaws.

**ARTICLE XV
REVISIONS TO BYLAWS**

None as of May 10, 2014.

6/11/14- Proposed revisions highlighted in red

6/29/14- Revised per BOD approval, changes highlighted in red

9/19/14- Revised Article I, Section 3 and Article III, Section 3 per Board approval 8/17/14 and 9/14/14.

Removed highlighting.

2/21/16 – Revised Article I, Section 2 per Board meeting.

