

**CONSTITUTION/BY-LAWS
NATIONAL TUNIS SHEEP REGISTRY, INC.
A New York Not-For Profit Corporation**

ARTICLE 1: NAME, PURPOSE AND OBJECTIVES

Section 101: The name of this corporation is National Tunis Sheep Registry, Inc. and may be cited as "NTSRI".

Section 102: The purposes of the corporation are:

- to guard and maintain the purity of Tunis sheep
- to encourage the breeding of Tunis sheep
- to keep and maintain a Registry for the registration of pure-bred Tunis sheep
- to issue Certificates of Registration and transfer the same
- to do all other things which may be requisite, necessary and proper in and about carrying out of the purposes and objectives of the corporation.

Section 103: The objectives of the corporation are:

- to maintain flock and stud books
- to disseminate scientific, educational, genetic or historical information and data relevant to the Tunis breed through an official publication
- to foster high standards of education in all aspects of animal husbandry of Tunis sheep
- to maintain the highest ethical standards amongst its members and to cooperate with other organizations having similar objectives.

Section 104: No part of the assets or the income of the Corporation shall be distributable to or inure to the benefit of its members, Directors, or officers. The Corporation shall not take steps that will serve to either facilitate or, promote the private interest of any member, nor engage in any activity that would constitute a regular business of a kind ordinarily carried on for profit. The Corporation shall not have or issue shares of other instruments or documents entitling any person to receive dividends arising from the activity of the Corporation.

Section 105: Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 2: REGISTRY OF PUREBRED TUNIS SHEEP

Section 201: The Registry shall include information needed to trace ancestry and ownership of registered Tunis sheep.

Section 202: The identification of the original owner, the sheep's ear tag or tattoo or electronic chip number and the assigned registration number are the permanent identification of a registered Tunis sheep. This identification cannot be changed or used by any other registered Tunis sheep.

Section 203: A Certificate of Registration shall be issued to each sheep accepted for entry in the Register.

Section 204: The Board of Directors shall have the authority to cancel a Certificate of Registration and the certificates of all animals descending from the canceled certificate if undeniable proof reveals that the certificate was obtained by fraud, misrepresentation or dishonesty. The entire Board of Directors must unanimously agree to cancel a Certificate of Registration.

Section 205: The Board of Directors shall establish a Standard of Type that shall be accepted by the Association as a general description and model for Tunis sheep. The Standard of Type shall be approved by a majority of votes cast by the Active membership. Such Standard of Type shall not be considered absolute. Individual breeders and members must consider their own purposes and needs in evaluation of sheep by the standard and judges should be encouraged to use the standard on the same basis.

ARTICLE 3: MEMBERSHIP AND VOTING

Section 301: Membership in the NTSRI is and at all times shall be considered to be a privilege and not a right. All members of the association "in good standing" are entitled to attend and speak at the membership meetings of the association. Only Active members in good standing, as described below, are entitled to vote at such meetings. Each owner and registrant shall be represented by one membership only, and entitled to only one vote whether such owner and registrant be an individual, partnership, corporation, or other association. In addition, active members in good standing shall be kept informed of the association's activities, shall be notified of all membership meetings, shall have annual reports, and up-to-date copies of the constitution/bylaws made available to them. With the exception of matters relating to the hiring, firing, discipline of personnel, or personnel records, all reports and books of the association may be inspected by any member of the association at any reasonable time with sufficient notice.

Section 302: MEMBER IN GOOD STANDING: Member who has paid their annual dues. Memberships expire on the last day of each calendar year and should be renewed by the end of January each year. Voting privileges are extended to Active Members who paid their dues in the previous year.

Section 303: DEFINITION OF MEMBERSHIP

a) ACTIVE MEMBER: Any person, family, partnership, or corporation, who is actively involved in breeding registered purebred Tunis sheep or interested in the promotion of Tunis sheep may become an active member of the NTSRI provided they are at least 18 years of age. Active members "in good standing" must be current on their membership dues by the end of the previous year to be eligible to vote and/or hold elective office.

b) JUNIOR MEMBER: Any one person, under the age of 22 years, who is actively involved in breeding registered purebred Tunis sheep may become a junior member of the NTSRI, and as such is entitled to all privileges of full membership except they shall not be eligible to hold elective office nor shall they have the privilege to vote.

c) HONORARY MEMBER: Any person having made outstanding contributions to the establishment of the Tunis breed in North America, upon nomination and election by the Board, may be named an honorary member. As such they shall be entitled to all privileges of full

membership except they shall not be eligible to hold elective office nor shall they have the privilege to vote.

d) PROXY: Member in Good Standing who represents another Member in good standing with a vote for each Proxy. The Proxy designate must be confirmed in writing and submitted to the President or Secretary 10 days prior to voting.

e) The Board may, at its discretion, establish other classes of membership.

Section 303: MEMBERSHIP FEES AND DUES: Annual membership fees for the above established classes of membership shall be set at the discretion of the Board. The Board shall set the annual membership fee of a Junior member to be no more than fifty percent (50%) of an Active member.

Section 304: EFFECTIVE DATE OF MEMBERSHIP: Annual memberships shall begin January 1st and expire on December 31st.

ARTICLE 4: MEETINGS OF THE MEMBERS

Section 401: An annual meeting of the Members shall be held at a time and place determined by the Board of Directors.

Section 402: Special meetings of the Members may be called by twenty-five percent (25%) of the Members in good standing or by three (3) of the Directors or the President. A call for a special meeting shall be submitted to the Secretary and must at least include the purpose of the meeting and the name(s) of the person(s) calling for the meeting.

Section 403: Written notice of any Membership meeting must be communicated to the Membership at least thirty (30) days before the date of the meeting.

Section 404: A quorum at a meeting of the Membership is a simple majority of the Active Members in good standing present at the meeting.

Section 405: At any meeting of the general Membership, each Active Member in good standing present shall be entitled to one vote.

ARTICLE 5: GOVERNING BOARD

Section 501: The NTSRI is governed and managed by a Board of Directors who shall handle and be responsible for all corporate affairs in accordance with the laws of the State of New York affecting not-for-profit corporations and in accordance with the Constitution and By-laws of the NTSRI. The Board of Directors shall consist of Members in good standing.

Section 502: The Board of Directors currently consists of ten (10) persons representing 10 North American Regions and shall not be less than 5 persons representing 5 North American Regions. Regional boundaries will be examined at least every 5 years. No regional memberships shall be more than 25% greater than any other Region. Newly created Regions and Directors shall be filled at the next regular election of Directors. The number of Directors may be changed by action of the Members or by the Board of Directors. Any decrease in the number of Directors shall not shorten the term of any incumbent Director.

Section 503: The Board of Directors shall be divided into three (3) groups. Approximately one-third of the Directors are elected each year.

Section 504: The Board of Directors will hold regular face to face and/or electronic meetings as needed to conduct the business of the NSTRI. The Board of Directors will meet at least annually face to face in conjunction with the annual meeting of the Membership.

Section 505: At all meetings of the Board of Directors a majority of the Board present shall constitute a quorum for the transaction of business.

ARTICLE 6: DIRECTORS

Section 601: A Director must be at least eighteen (18) years of age when nominated and be an Active Member in good standing. To accept a nomination and run for a Director position, the Member must have been a fully paid member in the prior year to the election. No Member may hold more than one (1) Director position at a time.

Section 602: Specific duties of a Director may be determined by a majority of the Members in good standing at large or by the Board of Directors. In the absence of specific duties, Directors shall act in good faith and in the best interest of the NTSRI.

Section 603: A Director serves a term of three (3) years and until his/her successor takes office. A Director, representing one membership, who has served two (2) consecutive terms cannot be re-elected to a Director position for 1 year.

Section 604: Directors shall be nominated and elected directly by the Members in good standing who live in the electoral Regions.

Section 605: Each Region is entitled to elect one (1) Director and one (1) Alternate. A Director shall serve as the representative of those Members in good standing within the designated Region. A Director shall have and may exercise all of the powers, rights and privileges of those Members at a meeting of the Board of Directors or of the Members. Members may attend meetings of the Board in an ex-officio capacity to listen, learn and participate in discussion; they cannot vote. If a Director is unable to attend a meeting, his/her Alternate should attend and represent the views of the Director with their votes. If neither the Director nor Alternate can attend a Board of Director meeting, the Regional Director may select a proxy to represent them at the Director's meeting. The name and confirmation that the proxy is a Member in good standing must be communicated to the President or Secretary, in writing, 10 days prior to the Director's meeting.

Section 606: Nomination and election of Directors and Alternates shall be by mail Ballot or other method approved by the Board of Directors and sent to each Member in good standing in the Region affected by the election. The candidate receiving the most votes will be the Director and they will be announced within 30 days of the election. The runner-up in the election shall be declared the Alternate. Newly elected Directors shall take office just prior to the start of New Business at the Annual Board of Director's Meeting.

Section 607: The nomination period begins the last week of January and lasts until the end of the second full week in February. The exact dates for nominations and voting process will be published by the NTSRI. Ballots will be distributed to Members in good standing in the Regions

conducting elections the 1st full week of March. Voting will be completed and posted by the last Saturday in March.

Section 608: The Board of Directors will ask a member in good standing (Election Officer) to oversee the election process at least 30 days prior to beginning of nominations of each year. He/She will verify that each nominee is qualified, a member in good standing and accepts the nomination. The Election Officer shall distribute the ballots to the Regions and Members in good standing holding elections and prepare a written tally of nominations and votes. The tally, nomination forms and ballots received shall be presented at the annual Board meeting and the annual meeting of the Members.

Section 609: A Director or Alternate may be removed from his/her position by written petition signed by a majority of the Members in good standing living in the Region he/she represents. The petition may be presented to any officer and shall be acted upon at the next scheduled Board meeting.

Section 610: Any Director 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.

Section 611: Any vacancy that may occur on the Board of Directors shall be filled by the elected Alternate. If the Alternate is unable to serve until the next regular election of the Directors, the president shall appoint a Member in good standing from the Region affected by the vacancy to serve until the next scheduled election. Nomination and election of a replacement to complete the term of the vacated position will take place at the next regular election in the affected Region.

Section 612: At a meeting of the Directors, if there is a tie vote the measure shall fail for want of a majority.

Section 613: The Past President will become a nonvoting member of the Board of Directors in the year following their presidency.

ARTICLE 7: OFFICERS

Section 701: The Board of Directors shall elect a president, a vice-president and a secretary from its members to serve as the officers of the corporation. The Past President serves as a non-voting member of the Board of Directors. The election of the officers will take place at the annual BOD meeting. Officers serve a term of one (1) year and until their successors take office at the annual Director's meeting.

Section 702: Specific duties of an officer may be determined by a majority of the directors. If no specific duties are adopted, the duties of officers are those usually considered to be the function of their respective office.

Section 703: If it becomes necessary to remove an officer from his/her position, the directors may do so by a two-thirds vote.

ARTICLE 8: COMMITTEES

Section 801: The Executive Committee consists of all Officers of the Board. The President shall act as chair of the meetings of this committee. The Executive Committee shall, when the Board is not in session, supervise and direct the affairs of NTSRI under policies established by the Board. The Executive Committee shall report to the Board for confirmation of its (Executive Committee's) actions.

Section 802: The President with the approval of the NTSRI Board of Directors may appoint standing committees at any time they are deemed necessary. Any member in good standing of NTSRI shall be entitled to serve. At least one board member will be assigned to each standing committee.

Section 803: The President with the approval of the NTSRI Board of Directors may appoint ad hoc committees/task forces at any time they are deemed necessary. Any member in good standing of NTSRI shall be entitled to serve. All ad hoc committees or task forces will have definite assignments and time frames for operation; they may be disbanded by the President with the approval of the NTSRI Board of Directors at any time.

Section 804: The Board of Directors has the authority to adopt recommendations proposed by a committee provided a vote of NTSRI members is not required by the New York Not-For-Profit Corporation Law or this Constitution and By-Laws. Adoption of the recommendation or any revision thereof shall require approval by a majority of the attending directors. Notice of an adopted recommendation that affects established policy and procedure must be sent to the entire membership by first class mail or other means as soon as possible and shall not take effect until at least ninety (90) days after the notice.

ARTICLE 9: PARLIAMENTARY AUTHORITY

Section 901: Robert's Rules of Order, as may be revised from time to time, prevails in matters of parliamentary procedure where it is not inconsistent with this Constitution and By-Laws or any Rule of Order that may be adopted.

ARTICLE 10: CORPORATE RECORDS AND ACCESS TO INFORMATION

Section 1001: The fiscal year of the corporation is January 1 to December 31 or as registered with the State of New York. A report for the previous fiscal year shall be prepared by the Board of Directors in accordance with the Not-For-Profit Corporation Law of the State of New York. The annual report of the Board shall be presented at the annual meeting of the members and entered to the minutes of the meeting.

Section 1002: The permanent records of the corporation shall include: documents which govern the operation of the corporation, a correct and complete set of financial records, minutes of meetings of the board and of the members, a list containing the names and addresses of members, a list containing the names and addresses of directors and officers, and information recorded in the Registry of Purebred Tunis Sheep. These items may be in written form or preferably in electronic form.

Section 1003: The mailing address for the receipt of corporate business shall be determined by the Board of Directors. NTSRI members and the Attorney General's office of the State of New York shall be notified immediately of any change in the business office address if required by law.

Section 1004: Information from the files of the NTSRI may be obtained, if not privileged or confidential, by sending a written request to the business office of the corporation. Fees for duplicating, postage, special research or other expenses related to the request may be charged.

ARTICLE 11: CHANGES IN THE CERTIFICATE OF INCORPORATION

Section 1101: The Board of Directors is authorized to amend, restate, and/or change the certificate of incorporation by unanimous approval of the entire Board.

Section 1102: Upon dissolution of the National Tunis Sheep Registry, Inc., the Board of Directors will, after paying or making provision for payment of all liabilities of the Registry, dispose of all assets of the Registry exclusively for the purpose of the Registry in such a manner, or to such Organizations under section 501 (c) 5 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors may determine.

ARTICLE 12: CHANGES IN THE CONSTITUTION AND BY-LAWS

Section 1201: Proposed changes to the Constitution and By-Laws may come from the Board of Directors, five (5) members of the NTSRI or one (1) director on behalf of the members he/she represents.

Section 1202: Any proposed changes to the Constitution and By-Laws must be adopted at a meeting of the members by a simple majority of active members present and approved by a simple majority of the Board of Directors. Thereafter, the changes must be approved by a vote of the membership as a whole. To be approved by the membership as a whole, ballots will be delivered to all active members and at least 2/3 of the ballots returned must be in favor of the changes.

Section 1203: The Constitution and By-Laws shall be reviewed by Committee at least once every ten (10) years.

ARTICLE 13: PRIVATE PROPERTY

Section 1301: The private property of the members, directors and officers of the Corporation shall be exempt from Corporation debts, obligations and liabilities. In addition, to the extent permitted by its assets, the National Tunis Sheep Registry, Inc. shall defend and hold harmless its officers and directors from any claim arising out of the performance by those officers and directors of duties within the scope of authority granted to them by this Constitution and By-Laws or by the Board of Directors.

ARTICLE 14: USE OF ASSOCIATION NAME AND REPRESENTATIONS OF SPONSORSHIP

Section 1401: No use of the National Tunis Sheep Registry, Inc. name or "NTSRI" abbreviation suggesting sponsorship or approval by the National Tunis Sheep Registry, Inc. shall be permitted or condoned without the express consent of the Board of Directors. Requests for sponsorship may be presented to the Board of Directors by any Active Member.

ARTICLE 15: CONTROL OF CORPORATION FUNDS

Section 1501: No funds of the National Tunis Sheep Registry, Inc. shall be placed in the care, custody or control of a person (Treasurer) not an officer or director unless said placement is approved by a vote of the Board of Directors and a director or officer is assigned oversight responsibility as to said funds.

Section 1502: No expenditure of National Tunis Sheep Registry, Inc. funds shall be made unless approved by the Board of Directors. Notwithstanding this provision, the Board of Directors may authorize a budget for recurring expenditures. If such a budget is authorized, once the budgeted amount is expended, no further funds may be spent without approval of the Board of Directors.

Section 1503: Notwithstanding the preceding provisions of this Article, the President shall be authorized to expend funds of up to one hundred-fifty dollars (\$150.00) on an exigent or emergency basis without the approval of the Board.

ARTICLE 16: NO DISCRIMINATION

Section 1601: The National Tunis Sheep Registry, Inc. shall not discriminate against anyone based on race, ethnicity, creed, color, national origin, gender, marital status, sexual orientation, age, religion, or the presence of any sensory, mental, or physical disability, or status as a disabled person or veteran of war, in accordance with the Americans with Disabilities Act of 1990, Titles VI and VII of the Civil Rights Act of 1964, and Section 504 of the Rehabilitation Act of 1973.