

# BYLAWS

## TEXEL SHEEP BREEDERS SOCIETY

### SECTION I: NAME OF THE CORPORATION

The name of the corporation shall be the Texel Sheep Breeders Society, and it is sometimes referred to in these Bylaws as TSBS.

### SECTION II: MISSION AND PURPOSES

#### **Mission:**

Continually strive for Superior Texel quality while maintaining the Standards of the Texel Breed. To contribute excellent sheep/lamb genetics to improve the Sheep Industry as a whole.

#### **Purposes:**

This corporation is organized not for profit under the Iowa Code Annotated, and the object of said corporation is to promote the Texel Breed in the United States. The purposes are stated in the Articles of Incorporation, and are further stated as follows:

To record and maintain accurate registrations of the Texel Breed in the United States.

Provide our membership with advertising and general promotion of the breed.

Provide our membership with shows and sales to market Texel sheep.

To educate, support, and encourage our members and sheep breeders as a whole to raise sheep in a healthy manner.

### SECTION III: MEMBERSHIP

Any individual, partnership, institution, or other entity meeting the requirements as outlined. Members may reside anywhere worldwide. Membership categories:

#### **Charter/Annual**

This category includes any member owning or representing an organization that owns Texel sheep and reside in the USA. Such members must pay annual dues and are entitled to vote on Society business and serve as directors, officers, or committee members. Each paid membership shall be allowed one vote in any matters regarding Society business. This includes elections of Board Members and Officers.

#### **Youth**

This category includes any person under the age of eighteen (18) that has an interest in Texel sheep. These members will not be required to pay any dues and will have no duties, entitlements, or voting rights within the Society.

#### **Associate**

This category includes any person not actively engaged in Texel Sheep production or not residing in the USA, but with an interest in the breed. Annual dues will be required for this membership. No duties or entitlements will apply.

## **SECTION IV: ANNUAL DUES**

Annual due amounts will be determined by the Board of Directors and voted and ratified by the membership. The Board shall be authorized to set any other fees such as registration, transfer and recording fees as may be necessary. The Secretary will send out Annual Due notices to the general membership December 1<sup>st</sup> via US Mail. Dues shall be due to the Treasurer on January 1st and will be considered delinquent if not paid in full by March 1 st.

## **SECTION V: MISREPRESENTATION OF THE BREED**

Any member of the Society that makes accusations against the Society, the breed, individual animals, or presumption of registration will be accountable to the Board of Directors. Charges against this member should be brought to the attention of the Board. The Board shall review the charges with the assistance of the Secretary and Registrar. If the charges are proven to be true, the accused member will be notified of these charges by registered mail. The accused member will have just opportunity to defend themselves in writing. Notice of any Board findings against the accused member will be made available to the membership for review.. The Board of Directors will vote on the said charges. If upheld the accused member will forfeit any present or future membership in the Society along with all entitlements that come with membership. This includes voting rights and registration rights. Any current Texel sheep that are owned by the accused member and are on file with the Registrar registered or pending registration will be held in stasis until the Board and Registrar review these pedigrees. When and if these registrations are found as correct and true to the breed standard their registration certificates will be released. Any offspring from these animals will then be eligible for registration by a qualified member upon proof of sale.

## **SECTION VI: BOARD OF DIRECTORS**

The Texel Sheep Breeders Society, Board of Directors shall be composed of a minimum of seven (7) Directors elected to three year staggered terms. The secretary shall send out a call for nominations for Board of Directors to the entire membership, sixty (60) days before the annual meeting. Any paid up member, at least eighteen (18) years old, in good standing with TSBS, and residing in the USA, may submit their resume to the Secretary within the stated date. Resumes along with the ballot, may be included in the newsletter to be sent out thirty (30) days before the annual meeting. Ballots must be returned using the enclosed self addressed envelope and postmarked no later than fifteen (15) days before the annual meeting. Only Official and properly postmarked ballots will be counted.

Any member of the Board of Directors may resign there from by resignation in writing to the Secretary and presented at the next TSBS Board of Directors meeting. The board may remove any board member by an affirmative vote of seventy-five percent (75%) of the TSBS Board of Directors when in its judgment; the best interest of the corporation would be served by such removal. Any board member may also be removed if they are absent from two (2) consecutive meetings of the board without notifying the President (or Executive Director) prior to the day of the meetings.

### **Quorum**

Except as otherwise provided herein, all resolutions, appointments, appropriations or other acts of the Board of Directors shall be by a quorum of fifty-one percent (51%) of the TSBS Board Members. Four Board of Directors must be present

### **Robert's Rules of Order**

Robert's Rules of Order will be used to conduct meetings.

## **Term Of Office**

The term of office shall be three (3) years and a person is limited to two consecutive terms. After one year off the Board, a person is permitted to serve again for two terms. In the case where an individual has filled a vacancy within an unfinished term, such person may serve two (2) consecutive terms beyond the partial one. Vacancies shall be filled by appointment by the board until the next annual meeting, or when a special meeting of the TSBS is held to fill the vacancy. Board members must be over eighteen (18) years of age. To be eligible for election to the Board nominees must be a paid member for no less than one (1) year prior to nomination. No representative shall be eligible to become or remain a board member of Texel Sheep Breeders Society, who is not a member of the TSBS and must be a US citizen to be a Board of Directors member. Upon establishment of the fact that a board member is holding office in violation of any of the forgoing provision, the board shall remove such board member from office.

## **SECTION VII: DUTIES OF THE BOARD OF DIRECTORS**

Duties of the Board of Directors will be to carry out the business of the TSBS, based upon general direction supplied by the Texel Sheep Breeders Society To do this they may hire staff, appoint ad hoc committees, task forces, and seek financial assistance to assist in carrying out its duties.

## **SECTION VIII: OFFICERS**

The officers of the TSBS shall be a President, Vice President, Secretary and Treasurer. Terms of office shall begin upon election by the Board of Directors. The first meeting of the Board of Directors they shall select these officers from within their ranks after the Annual meeting, within fifteen (15) days.

Each officer shall co - chair on a resource or a standing committee when ever possible. The President will be an informal, but voting member of all resource and standing committees. The Chair will be a voting member of said committee.

## **SECTION IX: DUTIES OF OFFICERS**

### **President**

The President shall conduct official meetings of the Board of Directors, and shall sign or countersign, all contracts or other instruments made on behalf of the TSBS as authorized by the Board of Directors. The President shall make reports to the Directors and perform all such other duties as are incident to the office or are properly required of him by the Board of Directors. The President shall appoint the Chairman of each standing and appropriate committee.

### **Vice President**

The Vice President shall stand in for the President in his/her absence, and shall serve as a voting member of a standing or resource committee as directed by the TSBS Board of Directors.

### **Secretary**

The Secretary shall issue notices for all meetings, shall take the minutes, shall have charge of the Seal, and keep complete records, conduct all official correspondence, preserve all documents and; communications, maintain an accurate record of the proceedings of the Corporation, Board of Directors and all committees. At the expiration of the term of office the officer shall deliver to the Board of Directors all books, papers and property of the TSBS in his or her care. (If the position of Executive Director is formed, some of the duties and obligations may be delegated by the Board of Directors to the Executive Director.)

### **Treasurer**

The Treasurer shall represent the TSBS and with the President or designated director, sign official documents and co-sign checks. The officer shall keep the official financial records, and keep active and accurate account of all money received by and expended for the TSBS. Such funds shall be kept on deposit in financial institutions approved by the TSBS Board of Directors. This officer shall be required to make quarterly reports to the Board of Directors, and an annual report at the end of each year to the Membership and TSBS Board of Directors. The books shall at all times be open to inspection by the Board of Directors. The officer shall perform all duties incident to the office, or the Board of Directors properly requires that. At the expiration of the term of office, the officer shall deliver to the Board of Directors all books, financial instruments and property of the TSBS. (If the position of Executive Director is formed, some of the duties and obligations of the Treasurer may be delegated by the Board of Directors to the Executive Director.)

### **The Executive Director**

The office of Executive Director (volunteer member or employee) may be created by action of the Board of Directors at a regularly scheduled meeting. The Executive Director, in cooperation with the officers, shall have charge of the Seal and the Corporate Books, and with the President, shall sign or countersign, all contracts or other instruments on behalf of the TSBS as authorized by the TSBS Board of Directors, and shall perform such duties as are properly required of him/her. The Executive Director of TSBS shall conduct all official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Corporation, Board of Directors and all committees. On direction of the President and/or the TSBS Board of Directors, may employ, supervise and dismiss employees within the budget limitations and subject to the approval of the TSBS Board of Directors. The Executive Director will assume all other responsibilities of the Secretary and Treasurer not specifically stated herein. At the expiration of the Executive Directors term of office, he/she shall deliver to the Board of Directors all books, papers and property of the TSBS. If an Executive Director is employed, the Board of Directors shall fix the salary and/or benefits.

## **SECTION X: REGISTRAR**

The Board of Directors will appoint or engage a Registrar to perform the following services. Registration and recordation of all pedigrees and transfers of pedigrees. Registrar will maintain the pedigree file for the Texel Breed and prepare monthly reports and billings of services performed. Registrar will also submit any breed or membership inquiries to the Secretary. The Registrar shall prepare and submit a year-end summary for presentation at the Annual Meeting.

## **SECTION XI: MEETINGS OF THE CORPORATION**

### **Annual Meetings**

Annual meetings of the TSBS shall be held at a location designated by the President and/or the Board of Directors. The annual meeting will be scheduled to be held in conjunction with the TSBS National Show and Sale each year, or at such other time or place as may be designated by the Board of Directors, for the purpose of receiving the annual reports and transaction of other business. Written notice of such meeting, time, and place shall be mailed by the Secretary to each member of the TSBS, at least thirty (30) days before the meeting.

### **Required Actions**

Required actions at the annual meeting of TSBS: the Directors shall receive a report of the last fiscal year, verified by the President, Secretary and Treasurer showing the whole amount of real and personal property owned by TSBS, where located and where and how invested, the amount and the nature of the property acquired during such fiscal year and person to or for whom such applications or expenditures have been made. This report shall be filed with the records of the Corporation and entered into the minutes of the proceedings of the annual meeting.

### **Board Meetings**

The Board of Directors shall meet as often as necessary, to carry out the business of the TSBS. The Board of Directors shall conduct meetings not less frequently than once every three months (four times annually) for regular meetings. The Annual meeting will constitute one regular meeting. A quorum will consist of a majority of the members of the TSBS Board of Directors.

At all meetings of the TSBS, the President, Vice President, or designated TSBS Director, shall preside (if appropriate an Executive Director may be appointed this duty).

At every meeting of the TSBS, each member of the Board of Directors shall be entitled to one vote. All questions shall be decided by a vote of a majority of the directors voting thereon at a meeting at which a quorum is established.

### **Special Meetings**

Special Meetings of the TSBS may be called by the President, Vice President, or twenty five percent (25%) of paid members that present the Secretary a petition signed by those twenty five percent (25%) members. An Agenda must be presented for any special meetings and only the business indicated by said agenda may be transacted. Notice of special meeting location, date, time and agenda must be presented to the membership in writing by the Secretary twenty (20) days in advance of the special meeting. A special meeting quorum will require the presence of fifty percent (50%) of the petitioners.

### **Voting**

Voting shall be only by mail, for paid members in good standing with the TSBS. Youth members under the age of 18 do not have voting privileges. The TSBS Secretary shall determine who is eligible to receive ballots. Any membership whose dues are not paid up by the date ballots are to be sent, shall not receive a ballot. Only one ballot per paid membership is allowed.

Voting by mail shall be used for election of the Board of Directors; for amendments to the Constitution and By-laws, and for such other important matters as the TSBS may order to be voted on, including those from the annual or special meeting. Issues addressed at the Annual or Special meeting shall be voted on within forty-five (45) days of the meeting.

If an amendment to the by-laws is to be voted on, a printed copy of the proposed amendment is mailed to every eligible membership with the words "yes" and "no" printed on a ballot, with directions to cross out one of them, and to return in the enclosed envelope, upon which should be printed the words, "Ballot for Amendment to the By-laws", or Constitution. The double envelope will also be used when voting for the Board of Directors and other important matters.

The inside envelope must have the signature of the voter on it, with the enclosed ballot, and be sealed and enclosed in another envelope addressed to the CPA, selected by the TSBS Board of Directors. Voters place their return address on the outside envelope, to be compared to the membership list sent to the CPA by the Secretary. Ballots are to remain sealed until at least 14 days after the postmarked deadline. The CPA is to collect, count and seal all legal ballots, and immediately send an election report to the Secretary of TSBS. The report will contain the CPA's full name and business name (if used) and a statement that he/she is certifying the results of the election. The total ballots cast and the number of votes each candidate received will be in the election report. The TSBS Secretary is to notify the membership of the results within thirty (30) days from said vote's postmarked deadline. A majority of those voting determines the results.

Ballots postmarked after the deadline will not be counted. Ballots are to be held by the CPA for thirty (30) days in case of an appeal. Then the ballots shall be sent to the TSBS Secretary for retention.

### **Tie Votes:**

In case of a tie for Board of Directors, the person with seniority membership shall win. In the case of voting for a By-law or other business, the Board shall decide by a majority vote of the Board of Directors.

### **Appeals Process:**

Any member may appeal if they feel that a problem has occurred in the election process by petitioning in writing to the President of the TSBS Board of Directors. The notice of appeal must be a detailed statement of the facts and circumstances giving rise to the appeal, the Article, Bylaw, Rule or issue concerning the appeal and the position of the appealing person, along with a fee of \$100.00 to be refunded if the appeal is upheld. The Board shall hear a defense to the appeal by the concerned and/or opposing parties. The appeal shall be considered by the Board of Directors, which will hold a hearing allowing the appealing person, and or the accused to appear in person, or by phone in a teleconference meeting. The Board shall issue its written decision within 30 days of receipt of the appeal, unless more time is needed by the board to investigate the matter further. The decision of the Board will be final.

### **Voting by the Membership**

Voting of issues addressed at the Annual Membership Meeting and / or any Special Meeting shall be conducted by mail ballot, no more than thirty (30) days after the Annual Membership Meeting and / or any Special Meeting. The person to send out, receive, and count the ballots, shall be designated by the Board of Directors. For votes to be counted they shall be received by the designate with a postmark no later than fourteen (14) days from the postmark of the original notice. Only one (1) ballot per membership is allowed. The membership is to be promptly notified of the results no later than thirty (30) days from said votes original postmark date. A majority of those voting determines the results

## **SECTION XII: COMPENSATION FOR DIRECTORS/OFFICERS**

Individual Directors may be reimbursed for expenses incurred while conducting official business of the Society. These expenses shall include telephone, FAX, postage, copying and any other pre approved expense that the Board has deemed appropriate. Proper documentation for the expense must be submitted to the Treasurer.

## **SECTION XIII: REQUIRMENTS FOR PEDIGREE APPLICATION**

### **Purebred Registrations**

This class includes ewes with a minimum of fifteen sixteenths (15/16) Texel blood from registered upgrades, and rams with a minimum of thirty-one – thirty seconds (31/32) Texel blood from registered upgrade stock and their offspring. Also included will be purebred imported Texel rams and ewes. Any animal for which registration application is made must have documentation of registration of its sire and dam either in this Texel Society or some other documented Texel Society worldwide.

For Texel sheep to be registered in TSBS all of the following information shall be provided to the Registrar:

- Sex of Animal
- Flock identification (ear tag or tattoo)
- Type of Birth
- Date of Birth
- Sire and Dam flock identification and registration numbers
- Texel Association registration number if applicable.
- Breeder's name and address
- Owner's name and address

### **Recorded (Percentage) Registrations**

This class includes ewes and rams with a registered purebred Texel Sire and Dam of any breed or cross. The percentages of Texel blood included in this class are: one-half (1/2), three-quarters (3/4), and seven-eighths (7/8). In the case of rams, fifteen-sixteenths blood individuals will also be included in this class. Offspring of dams with a percentage of Texel breeding that is not recorded with TSBS will be given no more than half-blood (1/2) status. Percentage rams may be recorded for show purposes, however any offspring sired by said ram is not eligible for registration. For Percentage Texel Sheep to be recorded with TSBS all of the following shall be provided to the Registrar:

Sex of Animal

Flock identification (ear tag or tattoo)

Type of Birth

Date of Birth

Sire flock identification and registration number

Dam flock identification and (registration number if available)

Breeder's name and address

Owner's name and address

Breeder's name and address

Owner's name and address

### **Registration Certificates**

TSBS Registration Certificates to be valid shall contain all of the following information:

Complete five (5) generation pedigree of individual animal. If in the case of a recorded ewe the generation information is unavailable then partial generations are acceptable.

Sex of Animal, Date of birth, Type of Birth, Percentage of Texel Blood (Registered or Recorded), Date registration was recorded, Owner of animal, Breeder of animal, Official registration number, and official signature or seal of the President of TSBS when application of registration was recorded.

Valid transfers of registration certificates shall contain the following information: Date of sale, Buyers name and address, Sellers signature, President of TSBS official signature or seal, and Date recorded.

## **SECTION XIV: COMMITTEES**

The President, with the approval of the Board of Directors, may organize, standing committees, resource committees and/or other ad hoc committees as deemed necessary. At least one board member will be assigned to each standing committee.

### **Executive Committee**

If deemed necessary and/or appropriate with approval of the Board of Directors, the President, Vice President, Secretary and Treasurer shall be the Executive Committee and shall use their discretionary powers to make decisions and conduct the business of the TSBS as deemed necessary between meetings. Upon appointment, the Executive Director will be a non-voting member of the Executive Committee. The Executive Committee would be responsible for running of the office and overseeing any personnel in the employ of the Board.

### **Ad Hoc Committees and Task Forces**

The President with approval of the TSBS Board of Directors at any time they are deemed necessary may appoint these temporary committees/task forces. Any paid member of TSBS may be entitled to serve. All ad hoc committees and task forces will have definite assignments and time frame for their existence. These ad hoc committee or task forces may be disbanded by the President, with approval of the TSBS Board of Directors, for any reason.

## **SECTION XV: NON PROFIT ORGANIZATION**

Interest on dividends or capital is prohibited. TSBS shall at all times be operated on a non-profit basis for the mutual benefit of its members. No interest on dividends shall be paid or payable by TSBS on any capital furnished by its members.

## **SECTION XVI: TAX EXEMPT STATUS**

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).

## **SECTION XVII: INDEMNIFICATION**

This corporation shall identify any present or former director, officer, employee, member or volunteer of this corporation, and each such person who is serving or has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, or joint venture, except that the mandatory indemnification required by this sentence shall not apply (i) to breach of duty or loyalty to the corporation, (ii) to acts of omission not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) to a transaction from which such person derived an improper benefit.

## **SECTION XVIII: GENERAL PROVISIONS**

The fiscal year of the Corporation shall be from the 1st day of July to the 30th day of June of any year.

## **SECTION XIX: AMENDMENTS**

Amendments may be presented at any Annual or Special meeting of the corporation by a motion with a second, to be voted on as outlined under Section XI: MEETINGS OF THE CORPORATION, shall be observed.

