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# BYLAWS OF AMERICAN POLYPAY SHEEP ASSOCIATION As Amended In 2000

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## — ARTICLE I — Purposes And Activities

1. **Purposes:** The American Polypay Sheep Association (sometimes hereinafter called the "Association") is a nonprofit corporation, organized as a trade association or business league or person (including individuals, firms, corporations, and other entities) who have as a common interest the promotion, advancement, and continued improvement of the Polypay breed of sheep; and to sponsor, promote, advance, and continue the improvement of the Polypay breed throughout the world.
2. **Activities:** The Association may engage in the following activities and in other activities which the membership deems to be in furtherance of its purposes:
  - (a) Gathering, maintaining and disseminating information of all kinds relating to the Polypay breed.
  - (b) Issuing Registration Certificates in accordance with the rules and regulations stipulated in these Bylaws.
  - (c) Engaging in collective advertising and other promotional and publicity campaigns to inform the public of the benefits and advantages of the Polypay breed.
  - (d) Maintaining records of all types which may be necessary, desirable or useful in furtherance of the Association's purpose.
  - (e) Encouraging and promoting showing of Registered Polypay sheep as defined by the Association in their Breeder's Guidelines.

## — ARTICLE II — Offices

1. **Principal Office:** The principal office of the Corporation shall be at 14473 Rd 2, Ovid, CO 80744, but the Board of Directors, in its discretion may keep and maintain offices wherever the business of the Corporation may require.
2. **Registered Office and Agent:** The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

## — ARTICLE III —

### Standards, Registration Certificates, and Requirements

1. **Standards:** In conducting its affairs in furtherance of its purposes, the Association shall recognize that the performance of the breed will determine its ultimate success. Therefore, the Association's goal will be to increase production through selective breeding and to continue to develop through established practices a breed that will maintain high production, increased fertility, high carcass quality, good wool fiber, excellent conformation, disposition, and hardiness.
2. **The Breeder:** The breeder is that entity who owned the dam at the time of service which resulted in the birth of the animal in question.
3. **The Owner:** The owner is that entity who owned the dam at the time of lambing the animal in question.
4. **Registration Certificates:** Obtaining Registration Certificates shall never be compulsory, but shall always be a matter of personal choice with the individual breeder-member-owner. Application for a

Registered Certificate shall be made by the breeder-member-owner upon the forms to be provided by the Association. Based upon this application, and if all conditions are met, the Association will issue a Registration Certificate covering this specific animal. The application and a copy of the Registration Certificate shall be retained in the files of the Association. In addition to registration, an individual animal may be certified by the owner if and when the performance requirements for certification are met, and duly reported to the Association. The forms for application shall be in exact conformity with the requirements set forth in paragraphs 4 through 7 of this Article III.

5. **Pedigree Requirements:** Shall be as set by the directors and shall be published in the most recent Breeder Guide.
6. **Physical Requirements:** The animal to be registered must meet the following minimum physical requirements:
  - (a) Be free of gross anatomical or physical defects. (Entropion eyes, etc.)
  - (b) Not be subject to wool blindness.
  - (c) Have a smooth body free from neck folds.
  - (d) Have no color in fleece, and less than 10% color (black or brown) in hairy parts of head and legs.
  - (e) Have no extreme britchiness or extreme coarseness of wool.
  - (f) Be polled. No scurs in ewes. Scurs in rams are undesirable and should be strongly discriminated against.
  - (g) Incisor teeth must touch dental pad.
7. **Registration of Sheep:**
  - (a) The registration paper will state if the parents are:
    - (i) Registered:
      - (A) Identified by flock name and number.
      - (B) Animals to be entered into a top crossing program use one of the registered foundation breed ewes (Rambouillet, Dorset, Targhee, and Finn) and a registered Polypay ram as parents of the first cross and are progeny of three more succeeding top crosses by registered Polypay rams for an accumulated purity of 15/16 for registration as purebred Polypay.
      - (C) The U.S. Sheep Experiment Station, Dubois, Idaho, and the Jornada Experimental Range, Las Cruces, New Mexico, shall be exempt from the registered requirements of the paragraph of this article III Section 8. Registrations Sheep: Part (a) (ii) (A) (B). They shall in each case, instead, be allowed to use purebred sheep of the required breed.
    - (ii) (A) (B). They shall in each case, instead, be allowed to use purebred sheep of the required breed.
  - (b) Each animal in either the four way cross process or the top crossing method of making Polypays, starting with the foundation breed animals, must be listed with the association with their breed percentages. (For example, 3/4 Polypay, 1/2 Rambouillet, if that is what the animal's breeding percentage is.)
  - (c) Quality - Article III paragraph 4 through 7 shall apply as criteria for all sheep to be registered.
  - (d) Identification - All sheep must be continuously identified by ear tag and/or tattoo.
  - (e) Single Sire breeding is preferred. Multiple sire matings will be allowed. If multiple sire matings are used this will be stated on all progenys' registration papers. Individual multiple sire

registration or flock numbers, in the case of cross breeding, will not appear on the progenys' registration papers. However, all rams' registration or flock numbers used in a multiple sire mating will be provided upon sale of progeny if required from the Association's Secretary.

- (f) Registrations and listings applied for after 17 months of age, if animal was born in the normal lambing season and after 21 months of age, if animal was born outside of the normal lambing season shall be considered late and subject to late registration or listing fees. Out of season lambing for this purpose shall be May 1 through October 31.
8. **Estates:** If the estate of deceased breeder-member-owner wishes to secure a Registration Certificate, application for such certificate shall be made by the executor, administrator, or heirs of his estate upon the form to be provided by the Association, provided that the animal covered by the application is still owned by said deceased breeder-member-owner's estate. Said person will, likewise, sign in lieu of the deceased breeder-owner-member, both on the face of the certificate, and, in the event of a transfer, he will sign on the back thereof.
9. **Transfers:** A Registration Certificate may be transferred to a member or non-member of the Association, who in turn may transfer the same. At the time of transfer, the certificate must be returned to the Association office for validation or transfer.
10. **Duplicates:** Duplicates may be issued to replace Registration Certificates that are lost or destroyed. The word "DUPLICATE" shall appear across the face of the duplicate certificate. The owner of the registered animal at the time of loss or destruction shall make application on a form to be provided by the Association.

#### — ARTICLE IV — Membership

1. **Types of Memberships:** Any reputable person, firm, corporation, or other business entity who meets the qualifications hereinafter set forth for one of the classes of members may become a member of the Association upon acceptance by the Board of Directors and payment of such membership fee as may be established from time to time. The Association shall have charter members, active members, associate members, junior members, and honorary members. The rights, privileges, duties, benefits, and classification of members or their estates shall be governed by the following provisions:
- (a) **Charter members** are those members who join the American Polypay Sheep Association before the 31st day of December, 1980.
- (b) **Active members** shall be those individuals, corporations, or firms elected to active membership by the Board of Directors. At the time he joins, each active member shall sign an Application for Active Membership, an American Polypay Sheep Association Name Franchise Contract and an Association Inventory.
- (i) Charter and active members in good standing shall be entitled to vote, serve as directors, hold office and apply for Registration Certificates. Subject to the provisions of Article IV, paragraph 4, each charter or active member shall have a single vote. Charter and active members shall be entitled to all services of the Association upon payment of such fees as may be fixed by these Bylaws or the Board of Directors.
- (c) **Associate members** shall be elected by the Board of Directors and shall be reputable individuals, corporations or firms who do not own any Polypay sheep, but are interested in the Polypay breed. Associate members shall be entitled to those services granted by the Board of Directors provided, however, that associate members shall not be entitled to vote.
- (d) **Junior members** shall be elected by the Board of Directors and shall be persons nineteen years and under whom are actively engaged in the sheep business. Junior members shall be entitled to those services granted by the Board of Director; provided, however, that junior members shall not be entitled to vote.

(e) **Honorary members** shall be elected by the Board of Directors and shall be individuals, corporations or firms who have made outstanding contributions to the Polypay breed of sheep. Honorary members shall be entitled to those services granted by the Board of Directors; provided, however, that honorary members shall not be entitled to vote.

- (f) **Active members** who cease to own Polypay sheep will automatically be associate members until they shall be the owners of Polypay sheep once again.
- (g) **Active members** that do not pay dues will become inactive members until they pay their dues.
2. **Loss of Membership:** Membership may be suspended or revoked by the Board of Directors as follows:
- (a) When a member no longer qualifies as such under the provisions of these Bylaws, he may be suspended from membership provided that notice in writing by certified mail shall be given by the Secretary of the Association at least fifteen days before the proposed date for such suspension. A member shall not be entitled to vote or to any of the services of the Association while his membership is suspended. If, within thirty days after the effective date of suspension, the Board of Directors determines that such member has regained the necessary qualifications for membership, the suspension shall be removed without penalty except for the loss of voting rights and Association services during the suspension. After said thirty days, his membership shall be revoked if the Board of Directors determines that he has not attained the necessary qualifications for membership.
- (b) A member may voluntarily resign his membership at any time; provided, however, that such voluntary resignation shall no excuse a member from his obligation to pay dues or assessments or other fees which have accrued prior to the time of his resignation.
- (c) Membership may be revoked by the action of the Board of Directors provided that:
- (i) The member receives thirty days written notice that his membership may be revoked by action of the Board of Directors in the meeting provided for in (ii) below. Such notice shall state the basis for the proposed action.
- (ii) The member is given the opportunity to appear before a meeting of the Board of Directors, at which a quorum is present, to show cause why his membership should not be revoked.
- (iii) Two thirds (2/3) of the directors present at such meeting vote for revocation of membership.
3. **Corporation and Partnership Votes:** Corporations or firms which are charter members or active members shall each designate in writing to the Association an individual officer, director, or member of the corporation or firm who shall exercise on behalf of the corporation or firm the rights and privileges of such membership, including the right to vote and hold office.
4. **Family Vote:** Husband, wife, and children under eighteen years of age are entitled to only one vote even if each owns sheep in his own name "if they operate under one adult membership."
5. **Voting:** Subject to the provisions of these Bylaws, a charter or active member entitled to vote shall be entitled to one vote, except as provided in paragraph 4 of the Article IV.
6. **Name Franchise Contract:** Each member, upon joining, shall execute a Name Franchise Contract in conformity with the form appended to these Bylaws. The prefix name to be selected by each member shall not duplicate that of any other member, nor be used to mislead the public as to the identity of the flock, and each prefix name must be approved by the Board of Directors before it can be used. Each member shall have one prefix name.

— **ARTICLE V** —  
**Membership Meetings**

1. **Agenda:** Any legal voting member may present agenda items for the annual meeting at least 30 days prior to the date of the mailing of the written notice of the annual meeting.
2. **The annual meeting** is to be held at such time and place as set by the Board of Directors. Written notice stating the agenda, place, date and hour of the meeting shall be mailed to all members of the association, not less than thirty (30) days before the date of the meeting. The President, or in his or her absence, the Vice President shall preside over all membership meetings. The procedure for conduct of such meeting shall be governed by such rules as the membership may adopt from time to time which are not inconsistent with these bylaws, the articles of incorporation or the Colorado Nonprofit Corporation Act. Object of such meeting is to receive reports of the activities of the Association, discuss policy or future activities of the Association or possibly call for a vote of the membership on a stated matter.
3. **Calling for a membership vote:** The Board of Directors can call for a vote of the membership on matters of policy of the association. A member may request that the Board of Directors call for a vote on an issue. If after discussion, the Board of Directors feels that the issue should be voted on by the membership, the Board of Directors shall present it to the membership for a vote. The membership can initiate such a vote by a petition stating the matter on which they wish to vote. The petition must contain the signatures of no less than ten percent of the current active members eligible to vote. A membership vote can be initiated at an annual meeting of the Association by an approving vote of ten percent of the total legal voting members of the association if that ten percent is a majority of the legal voting members in attendance at the meeting. If a membership vote is initiated by petition or by a vote at an annual meeting, the Board of Directors is required to present the issue for a membership vote.
4. **Voting Procedure:** The Board of Directors shall state the issue in writing with an explanation. No less than sixty days shall be allowed for discussion by the membership and finalizing wording of the issue by the Board of Directors. Voting shall be by mail ballot. The Board of Directors shall mail the statement of the issue with a ballot and the specific motion to each eligible voting member. Thirty days shall be allowed for the ballots to be marked and returned. The ballots shall be signed and dated by the voter. For a vote to be valid at least fifteen percent of the eligible voters must return marked and signed ballots. Ballots mailed out shall be considered returned in time to be eligible to be counted if they are postmarked by the date specified on the ballot and received in the office no later than (5) five working days later. Ballots may also be considered returned in time if they are hand delivered to the party or parties doing the counting no less than (5) five minutes before the counting begins.

— **ARTICLE VI** —  
**Directors**

The business and affairs of the corporation shall be managed by a Board of Directors which shall exercise all the powers of the corporation, except as otherwise provided by Colorado law, the Articles of Incorporation of the Association, or these Bylaws.

1. **Number:** There shall be nine (9) directors of this corporation. The number of directors may be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors of this corporation shall not be less than five (5).
2. **Qualifications:** Directors shall be at least eighteen years of age, but need not be residents of the State of Colorado.
3. **Duties:** Directors shall have the following duties and responsibilities:
  - (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
  - (b) To appoint and remove, employ and discharge and, except as otherwise provided in these Bylaws, prescribe the duties

and fix the compensation, if any, of all officers, agents, and employees of the corporation.

- (c) To supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
  - (d) To meet at such time and places as required by these Bylaws.
  - (e) To register their addresses with the Secretary of the Corporation, and notices of meetings mailed, telephoned, or telegraphed to them at such addresses shall constitute valid notice thereof.
4. **Term:** The initial Board of Directors, which shall serve until the first annual meeting of the members to be held in 1981, shall consist of nine (9) individuals named in Article V of the Articles of Incorporation of the Association filed with the Colorado Secretary of State on July 11, 1980. At said annual meeting, the members shall elect nine directors in the manner provided in Article XI of these Bylaws. At the regular meeting of the Board of Directors, following said annual meeting, the newly elected directors shall designate three of their number to serve for a term of three years, three to serve for a term of two years, and three to serve for one year. Upon the expiration of the initial term of each such director, his successor shall be elected for a period of three years, and each term thereafter shall be for a period of three years. Any director elected in conjunction with the annual meeting in 1981, and thereafter, can be elected for two consecutive terms. The immediate past president of the Association shall serve in an advisory capacity as a non-voting member of the Board in the succeeding year, provided his term has expired.
  5. **Removal and Resignation:** Any director may be removed by a vote of the membership expressly called for that purpose, with or without cause. Any director may resign at any time by giving written notice to the President or to the Secretary of the Association, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.
  6. **Vacancies:** Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, though that may be less than a quorum. A director elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office. A director elected to fill a position resulting from an increase in the Board of Directors shall hold office until the next annual meeting of the membership and until his successor shall have been elected and qualified.
  7. **Meetings:** Each Board of Directors shall meet twice without notice other than these Bylaws. The first meeting shall be immediately after the annual meeting of the membership, at which the new Board members were elected, and the second meeting shall be immediately before the next annual meeting of the membership, each meeting to be held at the same place as the annual meeting. The Board of Directors, or any committee designated by the Board of Directors, may, by resolution, establish a time and place for additional regular meetings which may thereafter be held without further notice. Other meetings of the Board of Directors, or any committee designated by the Board of Directors, may be called by the President, or if the President is absent or is unable or refuses to act, by the Vice President, or by any two members of the Board of Directors or of such committee.
  8. **Notices:** Notice of the regular meetings, or of any meeting of the Board called by the President, by the Vice President if the President is absent or is unable or refuse to act, or by any two members of the Board, stating the date, hour, and place of such meeting shall be given to each member of the Board of Directors by the Secretary, the President, or the members of the Board calling the meeting. The notice may be deposited in the United States mail at least seven days before the meeting addressed to the director at the last address he has furnished to the corporation for this purpose, and any notice so mailed shall be deemed to have been given at the time it is mailed. Notice may also be given at least three days before the meeting in person, or by telephone, prepaid telegram, telex, cable gram, or radiogram, and such notice shall be deemed to have been

given at the time when the personal or telephone conversation occurs, or when the telegram, telex, cablegram, or radiogram is either personally delivered to the director or delivered to the last address of the director furnished to the corporation by him for this purpose.

9. **Waiver:** A written waiver of notice signed by a director entitled to notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of notice. Attendance of a director at a meeting constitutes a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
10. **Quorum:** At meetings of the Board of Directors, a majority of the number of directors fixed in these Bylaws at the time of the meeting shall constitute a quorum for the transaction of business at that meeting of the Board of Directors. In the absence of a quorum, a majority of the directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is present. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the law, under the Articles of Incorporation, or these Bylaws require a greater number.
11. **Conduct of Meetings:** Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, in his absence, by the Vice-President of the Corporation or, in the absence of both, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by such rules as the Board of Directors may adopt from time to time. Such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with law.
12. **Attendance by Telephone:** Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. If a director is not able to be present at either a regular meeting or a telephone meeting, he or she may vote by proxy if a written proxy, naming who is authorized to vote for him or her, is delivered to the President or Secretary ahead of the meeting time, or if the director telephones the President or Secretary ahead of the meeting time informing them of the proxy and a written proxy is delivered to the President or Secretary with a postmark date ahead of the announced meeting date.
13. **Action by Directors Without a Meeting:** Any action required to, or which may be taken at a meeting of the Board of Directors or any committee of the directors, may be taken without a meeting if the proposed action is sent in writing to each director and a majority of the Directors approve by their vote, the proposed action. Such approved proposed action shall be effective as of the date of the approving vote that makes the required majority, if there is no stated effective date in the proposed action.
14. **Compensation:** Directors shall serve without compensation except that they "may" be allowed and paid their actual and necessary expenses incurred in attending directors meetings and public functions to educate, secure memberships, and further the goals of the corporation. In addition, they "may" be allowed reasonable service compensation for extraordinary services and reasonable advancement or reimbursement for expenses incurred in the performance of

their regular duties as specified in section 3 of this Article. As used herein, "extraordinary duties" refers to the performance of duties not specified in said Section which are performed in furtherance of the primary purposes and powers of this Corporation.

15. **Attendance:** Any director who does not attend at least one director's meeting during the period between successive annual membership meetings shall be automatically removed from the Board, and he shall be replaced by the Board of Directors in the manner stipulated in these Bylaws in Article VI, paragraph 6.
16. **Minutes:** Minutes of each meeting of the Board of Directors shall be permanently filed with the records of the Association. A copy of the minutes shall be forwarded to every director of the Association within sixty (60) days after each meeting. Any other member may obtain the minutes upon request.
17. **Geographic Distribution:** Directors need not be citizens or residents of the United States of America or of the State of Colorado. It is declared to be the policy of the Association to have the various areas in which Polypay sheep are bred fairly represented on the Board of

## — ARTICLE VII — Officers

1. **Number and Election:** The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors. The Board of Directors or the President may appoint such other officers or assistant officers as the Board or the President shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board or the President. No two offices may be held by the same person. The officers of the Corporation shall be eighteen years of age or older.
2. **Removal and Resignation:** Any officers elected or appointed by the Board of Directors may be removed by the Board of Directors. Any officer appointed by the President may be removed at any time by the Board of Directors or the President. Any officer may resign at any time by giving written notice of his resignation to the President or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides. Any vacancy occurring in any office, the election or appointment to which is made by the Board of Directors, shall be filled by the Board of Directors. Any vacancy occurring in any other office of the Corporation may be filled by the President for the unexpired portion of the term. The above provisions of this section shall be superceded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.
3. **Duties of President:** The President shall be the chief executive of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and of the members of the Corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.
4. **Duties of Vice-President:** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
5. **Duties of Corporate Secretary:** The corporate secretary shall keep a record of all proceedings and actions of the Board of Directors and general membership meetings of the Association and have such

minutes preserved at the principle office of the Association. Minutes shall contain information as to whether a regular meeting or special meeting, who presided, and those present. If a special meeting, how called and how notice was given and if action was taken by mail it shall be stated.

6. **Duties of the Executive Secretary:** a paid employee of the Association.
  - (a) Certify and keep at the principal office of the Corporation or such other place the original, or a copy, of these Bylaws as amended or otherwise altered to date.
  - (b) Keep and forward all needed financial records along with monies received to the Treasurer for proper recording and preserving.
  - (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  - (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is required by the law or by these Bylaws.
  - (d) Keep at the principal office of the Corporation or such other place a membership book containing the names and addresses of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
  - (f) Exhibit at all reasonable times to any director of the Corporation, or to his agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the Board of Directors and the membership.
  - (g) To maintain all data, surveys, and registration forms of Polypay sheep.
  - (h) In general, perform all duties incident to the Office of Executive Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
7. **Duties of Treasurer:** Subject to the provisions of Article XIV of these Bylaws, the Treasurer shall "*supervise and do or cause to be done the following duties:*"
  - (a) Have charge and custody of, and be responsible for all funds and securities of the Corporation, deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
  - (b) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.
  - (c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
  - (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
  - (e) Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on the request therefore.
  - (f) Render to the President and the Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
  - (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
  - (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.
8. **Compensation:** The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

## — ARTICLE VIII —

### Committees

1. **General:** There shall be the following standing committees: Finance Committee and National Polypay Sale Committee. These committees shall be appointed by the President for terms of one year, subject to approval of the Board of Directors, and shall be composed of no fewer than three members. There will be such other committees as the President may suggest from time to time, whose members shall be appointed and approved in the same manner.
2. **Finance Committee:** Finance Committee shall have supervision of the books of account of the Association, and shall have annual reviews made by a certified public Accountant of such books of account. To it shall be referred all matters pertaining to fiscal affairs, and it shall have the duty of preparing an annual budget for presentation to the Board of Directors and the general membership.
3. The National Polypay Sale Committee shall plan and conduct the annual National Polypay Sale subject to the approval of the Board of Directors.

## — ARTICLE IX —

### Annual Dues and Other Charges

1. **General:** The amount of annual dues to be paid by charter, active, associate, and junior members as well as the fees to be charged for Registration Certificates and for other printed material and services shall be fixed by the Board of Directors from time to time.
2. **New Member Dues:** At the determination of the Board of Directors, dues will be due and payable at the time each new member joins.
3. **Payment of Dues:** At the determination of the Board of Directors, annual dues shall be due and payable each year on January 1. Delinquent members will not receive the services of the Association until annual dues are paid. Usual services of the Association will be resumed upon payment of dues.
4. **Membership Dues:** Each year an updated membership list, including names, addresses, telephone numbers, and prefix names shall be published and distributed to the membership.

## — ARTICLE X —

### Satellite Organizations

1. **General:** Satellite organizations of members of the Association may be chartered by the Board of Directors for the purpose of engaging in local activities for the improvement of the Polypay breed of sheep. Members of the Association desiring to form such a satellite organization shall submit to the Board of Directors a written application for a charter, accompanied by a statement of the plan of the organization and proposed activities of said organization. Such plan may be approved, and a charter issued by the Board of Directors, if the following requirements are met:
  - (a) The proposed activities of the satellite organization shall consist of the improvement of the Polypay breed of sheep, shall not conflict in any way with the activities of the Association, and must be carried on subject to the provisions of the Bylaws of the Association.
  - (b) The Board of Directors may, at any time, withdraw any such charter if, in its opinion, the organization does not carry on its activities in compliance with the Bylaws of the Association and with such further regulations as the Board of Directors may prescribe from time to time for such organizations.

## — ARTICLE XI —

### Election of Directors.

1. **Nominations:** Ninety (90) days in advance of each annual membership meeting, beginning in 1982, every member of the Association eligible to vote at that time will receive a form for nominating a director. This form shall provide for the signatures of three charter or active members and their nominee (also a charter or active member) who agrees to serve. This form shall be returned to

the Association office within forty-five (45) days and shall be accompanied by the nominee's resume, not to exceed two hundred words. All eligible persons nominated in this manner will be on the ballot. If there are insufficient nominations to fill all vacancies on the Board of Directors, the existing Board will nominate those necessary to fill all vacancies. The nomination form shall be returned to the Association office with the postmark no later than the date specified on the form and received no more than (5) five working days after the postmark. The nomination form may also be hand delivered to the Association office no later than closing time on the date of the postmark.

2. **Election:** Thirty (30) days before the "date when the marked ballots have to be returned to the Association office," the Board of Directors shall mail a list of the nominees and their resumes to all members eligible to vote at that date. The actual voting shall be mailed ballots "which shall be returned to the association office by the official stated date when the ballots have to be received." No person may be elected a director who was not nominated in the foregoing fashion. "Each qualified voter may cast one vote each for each of one, two or three director positions to be filled." The ballots shall be returned to the Association office with the postmark no later than the date specified and received no later than (5) five working days after the postmark. The ballot may also be hand delivered to the person or persons designated to do the counting no less than (5) five minutes before counting is to begin.
3. **Results:** Any ten members may request that all ballots cast in the election be counted by an independent notary public. If such a request is made, said notary shall count the ballots and issue an affidavit to the Board of Directors tabulating the results. After the votes are counted (by an independent notary or by the Board of Directors, as the case may be), the Board of Directors shall compile a list of all the nominees, stating the number of votes received by each nominee. The required number of nominees receiving the highest number of votes shall be declared elected, unless the election of one or more of such nominees would result in there being more than three directors from any one state or foreign country in violation of the provisions of Article VI, paragraph 17, of these Bylaws. In the event that the provisions of said paragraph would be so violated, the nominee (or nominees) whose election would cause such a violation shall be disqualified, and the nominee (or nominees) receiving the next highest number of votes whose election will not conflict with said paragraph 17 of Article VI shall be declared elected.

— **ARTICLE XII** —  
**Amendments to Bylaws.**

1. **Submission to Board:** Amendments to these Bylaws can be adopted only in the manner provided in this Article. The proposed amendment shall be first submitted in writing to the Board of Directors at least ninety (90) days before the annual general membership meeting. If a majority of the Board of Directors believes such proposed amendment to be worthy of submission to the general membership, then the proposed amendment shall be submitted in the manner prescribed below. Should no fewer than fifteen (15) charter or active members sign the proposed amendment in its final form before its submission to the Board of Directors, then the Board of Directors shall be required to submit the proposed amendment to the general membership.
2. **Balloting:** No less than thirty days prior to the annual membership meeting, the ballot for amendment of these Bylaws shall be sent to all members eligible to vote. A complete explanation of why the Bylaw change is being sought and what the change will do shall accompany the proposed Bylaw change. The ballot shall be marked, signed, and returned to the Association office in time to be delivered to the Board of Directors, by the manner they designate, to be counted before the opening of the Annual meeting. A ballot may also be hand delivered to the Board of Directors no less than (5) five minutes before the ballots are to be counted. The Board of Directors shall count the ballots received and declare the amendment, or amendments, adopted, provided that two-thirds (2/3) of those charter and active members voting are in favor of adopting, and order it so written.

3. **Results:** A membership list indicating each member's name, address, and how he voted on each proposed amendment shall be kept in the business office and mailed to any member upon request.

— **ARTICLE XIII** —  
**Amendments to Articles of Incorporation**

The Articles of Incorporation of the Association may be amended by the general membership as provided under the Colorado Nonprofit Corporation Act.

— **ARTICLE XIV** —  
**Execution of Instruments, Deposits, and Funds**

1. **Execution of Instrument:** The Board of Directors except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
2. **Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
3. **Bonding:** Any person handling funds of the Association shall be bonded.

— **ARTICLE XV** —  
**Books and Records**

The Corporation shall keep at its registered or principal office as designated by the Board of Directors correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having any of the authority of the Board of Directors, and its membership. The minutes of the proceedings of the Board, committees of the Board, and membership may be made available on request by authorized persons, but only after such minutes have been reviewed by the Board of Directors. The Corporation shall keep at its registered or principal office as designated by the Board of Directors a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

— **ARTICLE XVI** —  
**Seal**

The Board of Directors may adopt a seal which shall be circular in form and shall bear the name of the Corporation and the words "SEAL" and "COLORADO" which, when adopted, shall constitute the corporate seal of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced, or rubber stamped with indelible ink.

— **ARTICLE XVII** —  
**Fiscal Year**

The fiscal year for this Corporation shall be "January 1 until December 31."

— **ARTICLE XVIII** —  
**Insurance**

By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee of the Corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability or expense under the provisions of Article IX of the Articles of Incorporation.