

NATIONAL LINCOLN SHEEP
BREEDERS' ASSOCIATION

CONSTITUTION AND BYLAWS

Article I – Name

Section 1. The name of this association shall be the National Lincoln Sheep Breeders' Association, organized not for profit and incorporated under the laws of the State of Michigan.

Section 2. The principal office of this association shall be in the city and state in which the Secretary-Treasurer resides.

The association may have such other offices as may from time to time be designated by the Board of Directors.

Article II – Purpose

The purpose of this association is to work toward improvement and expansion of Lincoln Sheep (both white and colored) by ascertaining, preserving and disseminating all useful information as to their history, desirable qualities and distinguishing characteristics of the best specimens, to maintain records of all members, registrations and transfers, and to promote and secure the best interests of association members.

Article III – Membership

Section 1. Regular membership.

Any person, firm, or corporation of good moral character who owns registered Lincoln Sheep may become a regular member of this association, upon payment of the membership fee. Membership is non-transferable, is for life and entitles the member to one vote, the voting privilege being annulled upon retirement from active breeding.

Section 2. Active membership.

Active membership shall be defined as any member in good standing who has paid their current year's annual dues.

Any member who has not paid these dues shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Section 3. Junior membership.

Owners under 19 years of age, upon furnishing birthdate and written verification by their parent or legal guardian are eligible for junior membership, entitling them

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to member rates on registrations and transfers, but not voting rights. A junior member cannot be both a regular member and a junior member.

Section 4. Suspension and expulsion.

A member charged with willful misrepresentation in regard to any animal owned or bred by such member, or with dishonorable conduct, if such charge be fully sustained, may be suspended by the Board of Directors until the next meeting when, after full hearing of evidence, such offending member may be expelled by a two-thirds vote of the members voting, or withdraw from the association voluntarily, in either case losing the privilege of recording or transferring sheep in the association.

Article IV – Dues

The annual dues for each member of the association shall be determined by the Board of Directors.

Article V – Meetings

Section 1. A biennial meeting of the members of this association shall be held at a date and place set by the Board of Directors. The membership shall be given sixty (60) day notice of the time and place selected. At this meeting, in addition to other business, directors and officers of the association shall be elected by a majority of the members present and those voting by proxy.

Section 2. Special

Special meetings of the association may be called by the president or the Board of Directors, or shall be called by the president upon the written request of 40% of the active members of the association. Notice of any special meeting shall be mailed to each active member at this last recorded address at least sixty (60) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. Quorum

All members present and in good standing at any meeting of the association shall constitute a quorum.

Section 4. The order to business at meetings shall be as follows:

- 1) Call to order
- 2) Reading of minutes of previous meeting
- 3) Reading of correspondence
- 4) Reports of officers
- 5) Reports of committees
- 6) Unfinished business

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- 7) New business
- 8) Election of officers and Board of Directors
- 9) Adjournment

Section 5. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Article VI – Board of Directors

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall be composed of the president, vice president, secretary-treasurer, and five association members elected at the meeting, two to serve for two years, three to serve for four years. After the original election subsequent vacancies shall be filled to serve four years and until his or her successor is duly elected. The secretary-treasurer shall have vote on the board.

Any director shall be eligible for re-election. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 3. Meetings

Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the president at such times and places as he/she may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or telegraph to each member of the Board at his/her last recorded address at least sixty (60) days in advance of such meetings.

Section 4. Quorum

Four members of the Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present.

Section 5. Compensation

Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses

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incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the association in any other capacity and receiving compensation for such services.

Section 6. Resignation or removal

Any director may resign at any time by giving written notice to the president, the secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president or the Board.

Any director may be removed by a majority vote of the directors at any regular or special meeting at which a quorum is present.

Section 7. Vacancies

Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term.

Article VII – Officers

Section 1. The elective officers of this association shall be a president, a vice president, and a secretary-treasurer. These officers shall be elected by the membership at the regular meeting. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Each elective officer shall take office immediately and shall serve for a term of two years and until his successor is duly elected and qualified. The fee paid the secretary-treasurer shall be established by the Board of Directors and shall be subject to the direction and control of the Board of Directors.

Section 3. Vacancies in any office may be filled for the balance of the term thereof by the directors at any regular or special meeting.

Section 4. President

The duties of the president shall be the usual duties and responsibilities of the president of a corporation not inconsistent with these bylaws. The president may appoint an independent auditor to audit the association books and report the results to the biennial meeting.

Section 5. Vice President

The vice president may, in the order of their designation by the president, be delegated by the president to perform his duties, in the event of his temporary

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disability or absence from meetings, and shall have such other duties as the president or the Board may assign.

At the death, resignation or disability of the president, the position will be assumed by the vice president, and an interim vice president will be appointed by the directors until the next election.

Section 6. Secretary-Treasurer

The secretary-treasurer shall exercise the power and authority, and shall perform such duties as customarily pertain to the position of general manager of a corporation and such other duties as the Board of Directors may assign, and shall give bond with securities to the satisfaction of the Board of Directors if required by them. He/she shall be the corresponding and recording officer of the association and shall receive, attend and dispose of all applications for membership, all applications for registrations of animals, all applications for transfer of ownership of such animals, shall sign and issue all certificates of membership, registration and ownership transfer, and shall keep a record of such certificates issued. For this purpose, there shall be maintained by the secretary-treasurer, two separate divisions of the NLSBA represented by two separate volumes of books; one volume for the purpose of registering white Lincolns and the other for the purpose of registering colored Lincolns. In the event of death, resignation or incapacity of the secretary-treasurer, the duties and responsibilities shall be discharged by the president until such time as the vacancy has been filled by the Board of Directors. It shall also be the duties of the secretary-treasurer to give notice of and attend all meetings of the association, to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned, and to keep an account of all monies received and expended for the use of the association. All sums received he/she shall deposit in a bank of banks, or trust company, and a report shall be made at the biennial meeting or when called upon by the president. Funds may be drawn only upon the signature of the secretary-treasurer. The funds, books, and vouchers in his/her hands shall, at all times be subject to verification and inspection by the Board of Directors.

Article VIII – Committees

Section 1. The president, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as he/she may find necessary.

Section 2. Nominating Committee

At least sixty (60) days before the meeting, the president shall appoint a nominating committee of three persons to nominate candidates for officers and the Board of Directors. The committee shall notify the secretary-treasurer, in

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writing, at least thirty (30) days before the date of the biennial meeting, of the names of the candidates it proposes, and the secretary shall mail a copy thereof to the last recorded address of each member at least twenty (20) days before the biennial meeting.

Article IX – Mail Vote

Section 1. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail with in sixty (60) days after such submission to the membership provided that in each case votes of a least $66 \frac{2}{3}$ percent of the members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting.

Article X – Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the 31st day of December.

Article XI – Seal

The Association shall have a seal of such design as the Board of Directors may adopt.

Article XII – Indemnification

The association may, by resolution of the Board of Directors, provide for indemnification by the association of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of the association, except in relation to matters as to which such director or officer or former director or officer shall be judged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIII – Dissolution

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The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XIV – Amendments

Upon proposal by the Board of Directors, these bylaws may be amended, repealed, or altered, in whole or in part, (a) by a majority vote at any meeting of the association; provided, that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) day prior to the date of the meeting; or (b) by approval of the members through mail vote in accordance with the provisions of Article IX.

Rules of the
National Lincoln Sheep Breeders' Association

Rule 1. In accordance with the constitution and bylaws there is maintained two separate divisions within the National Lincoln Sheep Breeders' Association; namely the following

Division 1 – White
Division 2 – Colored

Membership into the association entitles the member the use of both divisions.

Membership fees and dues paid may be designated by the member as to which division he/she may want credited. If no designation is made by the member, the fees will be divided evenly.

Rule 2. No colored Lincoln will be allowed to be registered in the white division; nor will any white Lincoln from white ancestry in the colored division.

Rule 3. Sheep imported from any recognized association, whose breeding will permit their registration, shall be entitled to registration upon satisfactory evidence being furnished the secretary of their purity. The following information must be filed with the secretary concerning imported sheep.

- (1) Name of animal to be recorded
- (2) Date of birth
- (3) Sex
- (4) Number and initial on the ear label or tattoo
- (5) Date of importation
- (6) Name of breeder, importer and owner with the address of each; blanks must be signed by the importer

Usually satisfactory evidence is given in form of a letter from the Country Secretary vouching for the flock from which the importation is made.

The National Lincoln Sheep Breeders' Association has a working agreement with the Canadian National Livestock Records that registered Canadian sheep, (coming into the United States from Canada) will be accepted for our records and re-registered in the National Lincoln Sheep Breeders' Association.

The name and registration number of the sire and dam of each animal to be registered are required.

Rule 4. The progeny of sheep as indicated above shall be entitled to registration.

Rule 5. The direct descendants of sheep registered in each division of the National Lincoln Sheep Breeders' Association will be entitled to registration.

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- Rule 6. If subsequently proven that any animal has been admitted improperly the facts of the case shall be recorded; the animals disbarred and no progeny tracing to such animal shall be thereafter admitted.
- Rule 7. All sheep for which application is made for registry must be labeled with a metallic label in the ear, or tattoo numbers bearing the breeders or applicants name or initials thereon and no number shall be duplicated. Should any sheep be labeled with another breeders label it shall not be changed. If an association label is lost it must be promptly replaced with a duplicate of the original.
- Rule 8. Blank application forms, breeding certificates and original association labels will be furnished by the association.
- Rule 9. When a nominated sheep has been deemed eligible for registration by the secretary it will be assigned an association number, which will be filed in the office and appear on the certificate of registry and ear tag which will be sent to the owner. This association ear tag must be permanently inserted for official recognition.
- Rule 10. Transfer applications must be completed and signed in ink by the owner or agent making the sale, paid for by the seller. A transfer shall not be valid unless it shows the date of recording and the signature of the secretary of the association.
- Rule 11. Progeny of a ewe which has been bred by a ram not registered to the owner of a ewe will require a lease certificate, signed by the ram owner of record at time of service, before eligibility for registry. Such forms will be furnished by the association.
- Rule 12. Colored Lincolns will not be allowed to be shown in the same show ring with white Lincolns.