

AMERICAN COOPWORTH REGISTRY

## By-laws



### ARTICLE I - THE CORPORATION.

- I.1 NAME: The Corporation shall be known as and referred to as American Coopworth Registry (ACR).
- I.2 CHARTER: The ACR shall be chartered as a non-profit corporation under the laws of the State of Maine.
- I.3 LOCATION: The principal and registered office of the ACR shall be located at such place as most recently designated by the Board of Directors of the ACR.

### ARTICLE II - PURPOSE AND GOALS.

- II.1 PURPOSE: The purpose of the ACR shall be to preserve, improve and promote the Coopworth breed of sheep in North America.
- II.2 GOALS:
  - (a) To record, certify, register, and keep pedigrees of only those animals descended from purebred Coopworth sheep and the Foundation breeds: Border Leicester, Bluefaced Leicester, Cotswold, English Leicester, Lincoln and Romney.
  - (b) To develop a breed standard which will serve to identify those individual sheep which qualify as Coopworth sheep.
  - (c) To maintain performance and other records that may be of interest to the membership or requested by the Board of Directors.
  - (d) To educate members and help them develop enhanced skills to better raise and tend their flocks.
  - (e) To keep a member directory and to provide interested people with information about Coopworth sheep and their products.
  - (f) To promote interest in the Coopworth breed of sheep wherever possible in order to attract new breeders for the conservation and well-being of the breed.

### ARTICLE III - FINANCES.

- III.1 FISCAL YEAR: The fiscal year of the ACR shall commence on January 1 and end on December 31.
- III.2 DEPOSITS AND WITHDRAWALS: All moneys, securities, and other valuables of the ACR shall be deposited in the name of the ACR in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check, debit card or order by such person as designated by the Board. At least two (2) such people, including the Treasurer, will be designated at any time. Payments in excess of \$200 require specific authorization by the Board.

- III.3 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract requiring execution of the Board of Directors of the ACR shall be signed by the authorized officer or agent of the Board.
- III.4 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS: The President or any other officer of the Board may, upon prior approval of a majority of the Board, accept any and all bequests, devises and donations of money, property, or collections of value made to the corporation.
- III.5 INDEMNIFICATION: Subject to compliance with Maine state law: The members, staff, management, directors, and officers of this organization, and their private property, shall not be liable in any manner for the debts, obligations, undertakings, or liabilities, and shall be exempted and indemnified against any personal expense, losses, or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property of funds, the conduct of corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle as long as they act in good faith. They shall have the right, at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any kind of manner, as long as they act in good faith. The Board of Directors and staff personnel shall be bonded if authorized by the Board.
- III.6 PROHIBITED TRANSACTIONS: No part of the net earnings of this corporation shall inure to the benefit of any individual, and no part of the funds of this corporation shall attempt to influence legislation, nor shall this corporation engage in any prohibited transaction as defined by the Internal Revenue Code.
- III.7 YEARLY REVIEW: The Board of Directors shall provide for an annual review of the accounting records. This review can be done by a committee of the ACR or by a certified public accounting firm which would prepare a review-level financial statement. A copy of the review shall be available to active members of ACR.

#### **ARTICLE IV - MEMBERSHIP.**

- IV.1 ELIGIBILITY: Anyone who is interested in, owns or breeds Coopworth sheep shall be eligible for membership in the ACR.
- IV.2 APPLICATIONS: An individual (defined as a farm, family or corporation) shall make application and pay the appropriate membership fee to be admitted as a member.
- IV.3 STATUS: There shall be three (3) types of membership.
- (a) Senior membership is open to individuals over 18 years of age who own, breed or register Coopworth sheep;
  - (b) Junior membership is open to individuals who are 18 years of age or younger who own, breed or register Coopworth sheep;
  - (c) Associate membership is open to anyone who is interested in the promotion of Coopworth sheep but does not own, breed or register Coopworth sheep.
- IV.4 TERMS OF MEMBERSHIP/RENEWAL: The calendar year for all memberships is January 1 through December 31. An individual who has applied to the ACR and paid the appropriate membership fee shall

be an active member. To maintain active status, membership must be renewed, and the appropriate dues paid, no later than January 31 of the current year. Memberships that have lapsed may be made active by reapplying for membership and paying the appropriate membership fee.

IV.5 VOTING: Active Senior members shall be entitled to one (1) vote per farm, family or corporation. Active Junior members and active Associate members shall not be entitled to vote.

IV.6 SUSPENSION AND EXPULSION OF MEMBERS: Any member who does not keep adequate records or who for any reason refuses to furnish a certificate properly transferred when a sale is made, or who is found guilty of fraud or willful misrepresentation, shall be suspended by the Board of Directors until the next membership meeting when the matter shall be presented in writing by the Board of Directors. If the matter is sustained by a two-thirds vote of the members present, the member shall be expelled, and the member shall not be entitled to a refund of any membership fees/dues. A member who has been expelled shall lose all rights and any registrations made during the suspension period shall be cancelled.

#### **ARTICLE V - MEMBERSHIP MEETINGS.**

V.1 ANNUAL MEETING: There will be a general meeting of the membership on an annual basis at a time to be determined by the Board of Directors (the "Annual Meeting"). Written notice of such meeting shall be mailed or emailed to each member at his or her address of record not less than forty-five (45) days prior to such meeting. The notice shall contain the time, date, and place of such meeting and shall be considered given at the time it is sent. At the Annual Meeting, the active members shall transact any business which is properly brought before the members. Planning the agenda for such meeting shall be the responsibility of the President and other members of the Board of Directors serving prior to the meeting.

V.2 SPECIAL MEETINGS: Special Meetings of the membership may be called by the President, or by a majority of the Directors, or by members representing a two-thirds majority of the active Senior membership. Written notice of such meeting shall be mailed or emailed to each member at his or her address of record not less than forty-five (45) days prior to such meeting. The notice shall contain the time, place and agenda of such meeting and shall be considered given at the time it is sent. Planning the agenda for such meeting shall be the responsibility of the President and other members of the Board of Directors serving at the time of the meeting, unless the meeting has been called by members.

V.3 QUORUM: At all membership meetings, those active Senior members present or represented by proxy shall constitute a quorum and shall be sufficient for the transaction of business. The vote of a majority of the active Senior membership present in person or represented by proxy shall be the act of the membership except as may be expressly provided by these By-laws.

V.4 VOTING IN GENERAL: Unless otherwise directed in these By-laws, voting during a membership meeting shall be as directed by the President. At any membership meeting, active Senior members may be represented by proxy, but such proxy shall be in writing, signed by such member, and filed with the Secretary before the meeting has been called to order.

V.5 VOTING FOR DIRECTORS: Voting for Directors shall be by mailed or electronic secret ballot only. The Secretary shall mail or email ballots to each active member at his or her address of record not less than twenty (20) days prior to the Annual Meeting. Such ballots shall include the nominees for membership on the Board of Directors with instructions for write-in candidates at the member's initiative. In order to be counted, marked ballots shall be returned by the date indicated on the ballot. Election results

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shall be announced at the meeting. The Secretary will send the election results to all active members by mail or email within seven (7) days of the Annual Membership Meeting.

- V.6 RULES: Membership meetings shall be conducted in accordance with Roberts Rules of Order or such other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.
- V.7 TELEPHONE/ELECTRONIC MEETINGS: Members may participate in a meeting by means of a conference telephone call, or by other electronic means, if all persons participating in the meeting can hear or read each other at the same time. Participation in a meeting by these means constitutes presence in person at said meeting.

### ARTICLE VI - DIRECTORS.

- VI.1 POWERS: The general business of the ACR shall be conducted and managed by a Board of Directors (the "Board"). To be eligible to serve as a director, the nominee must be an active Senior member of the ACR. The Board shall have the power to make rules and regulations for the guidance of its Officers and members and for transaction of the business of the ACR. The Board, by resolution, may delegate to committees and ad hoc committees.
- VI.2 DUTIES: Every Director shall discharge his or her duties in good faith with a view to the interests of the ACR. Every Director shall participate in all meetings of the Board of Directors unless such absence has been excused by the President in advance of the meeting.
- VI.3 ELECTION AND COMPOSITION OF THE BOARD: Prior to each Annual Meeting of the ACR, the existing members shall elect directors to hold office until the election and qualification of their respective successors. The number of directors shall be at least five (5) but such number may be increased by the directors. The Board shall be divided into three (3) groups: Group A (consisting of at least two (2) directors); Group B (consisting of at least two (2) directors); and Group C (consisting of at least one (1) director). Any additional directors will be evenly divided among these three groups. Each director will have a term of three (3) years. There is no limitation on the number of terms that a director may serve.
- VI.4 RESIGNATION; REMOVAL; VACANCIES: Any Director may resign at any time by giving two (2) months written notice to the President. Any Director may be removed by a majority vote of the remaining Directors. Failure of a Director to participate in three consecutive meetings shall constitute a resignation from the Board, unless such absences are excused by the other Directors on the Board. Any vacancy in the Board, including any vacancy made by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving by a majority vote of the remaining Directors. Any Director so elected shall fill the remainder of the unexpired term and may run for election to the Board on a subsequent ballot.
- VI.5 CONFLICT OF INTEREST: No Director shall vote on any issue that may result in a direct monetary benefit to said Director, said Director's family or to any business in which said Director has a direct or indirect interest.
- VI.6 ANNUAL MEETING: As soon as practicable after each Annual Meeting, the newly elected Directors shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.
- VI.7 REGULAR MEETING: The Board of Directors will establish a schedule for regular meetings.
- VI.8 SPECIAL MEETING: Special Meetings of the Board of Directors may be called by the President or the Secretary and must be called by either of them on the written request of any two (2) Directors.

- VI.9 NOTICE OF MEETINGS: Notice of all Directors' meetings, except as herein otherwise provided, shall be mailed or emailed not less than three (3) days prior to the meeting. The notice shall be sent or emailed to each Director at his or her address of record. Such notice must include any materials necessary for the next meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.
- VI.10 QUORUM; VOTING: At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- VI.11 ACTION WITHOUT A MEETING: Any action required to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if a written consent to such action is received from all members of the Board or of such committee, and such written consent is filed with the minutes of the proceedings of the Board or committee.
- VI.12 CLOSED SESSION: The Board may go into closed session to deal with fiscal or personnel matters. Any non-Board member may be excluded by the Board during closed session.
- VI.13 TELEPHONE/ELECTRONIC MEETING: Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone call, or by other electronic means, if all persons participating in the meeting can hear or read each other at the same time. Participation in a meeting by these means constitutes presence in person at said meeting.

#### **ARTICLE VII - OFFICERS.**

- VII.1 OFFICERS: The Officers of the ACR shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be selected from among the Board of Directors with the exception of the offices of Secretary and Treasurer, which may or may not be held by a Board member although such person must be an active Senior member of the ACR. Any two offices may be held by the same person, provided that the President shall not also be the Vice President. Other Officers with such powers and duties not inconsistent with these By-laws may be appointed by the Board of Directors.
- VII.2 RESIGNATIONS; REMOVAL; VACANCIES: Any Officer may resign at any time by giving two (2) months written notice to the President or the Board of Directors. Any Officer may be removed from office at any time, in accordance with these By-laws. In case any office of the ACR becomes vacant, the Board of Directors by majority action may select an Officer to fill such vacancy.
- VII.3 PRESIDENT: The term of the President shall be two years. The President shall preside at all meetings of the Board of Directors and of the membership. The President signs all contracts and other instruments of the ACR. The President supervises the affairs of the ACR according to and subject to the By-laws and performs such other duties as are usually imposed upon such offices and such other duties as assigned. The President appoints Chairpersons of the various committees with the approval of the Board. The President, also with the approval of the Board, creates ad hoc committees when deemed necessary. The President shall be responsible for the Board of Directors' report of the Board's activities.
- VII.4 VICE PRESIDENT: The term of the Vice President shall be for two years. The primary duty of the Vice President shall be to assist the President and perform all duties of the President in his or her absence and such other duties as the Board of Directors imposes. If the Vice President is assuming Presidential duties, then she or he has no vote in the Board of Directors' proceedings except to break a tie vote.

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- VII.5 SECRETARY: The term of Secretary shall be for two years. The Secretary shall be the corresponding and recording member of the ACR. The Secretary issues notice of all meetings the By-laws may require, keeps the minutes of the meetings, has charge of the ACR flock book and records, and signs, with the President, all instruments requiring his or her signature, and performs such other duties the Board of Directors may require. The Secretary shall work jointly with the Treasurer and the Registrar to keep a current listing of the membership.
- VII.6 TREASURER: The term of the Treasurer shall be for two years. The Treasurer shall be the ACR's chief fiscal and financial member. The fiscal year is from January 1 to December 31 of each year. The Treasurer shall collect all fees, dues and other moneys due the ACR and shall pay the bills, reporting the same in detail at each regular meeting of the Board of Directors and the membership. Receipts and invoices must evidence all expenditures. The Treasurer shall keep the books up-to-date and open for inspection upon the reasonable request of any Board member, and shall obtain Board approval for any single expenditure over \$200.. The Treasurer shall work jointly with the Secretary and the Registrar to keep a current listing of the membership.
- VII.7 REGISTRAR: The Board may choose to appoint the Secretary as Registrar or may appoint or hire a Registrar to keep the records of registrations, ownership and transfers of ownership up-to-date. The Registrar may collect all transaction fees and membership dues on behalf of ACR. The Registrar shall be accountable to the Board of Directors. Any salary or benefits afforded the Registrar shall be reviewed and determined annually by the Board of Directors, which shall have the power to terminate the Registrar and appoint or hire a new Registrar upon such terms and conditions developed by the Board of Directors.

**ARTICLE VIII - AMENDMENTS AND ALTERATIONS.**

These By-laws may be altered or amended at a meeting of the Board of Directors by voting as outlined in Article VI, Section 10 or at any membership meeting by a majority vote of the active membership of the ACR by mailed secret ballot. Such ballot shall be mailed or emailed to each active Senior member at his or her address of record not less than thirty (30) days prior to the Annual Meeting. Ballots shall be returned to the Secretary in the manner and time period designated on the ballot.

**ARTICLE IX - DISSOLUTION.**

Upon dissolution of the American Coopworth Registry, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the association, dispose of all assets of the association to the American Sheep Industry Association, or a similar organization of the Board's choosing.

+++++ Adopted 5/6/2019