

# BYLAWS OF THE JACOB SHEEP CONSERVANCY

## ARTICLE I THE CORPORATION

- 1.1 NAME: The corporation shall be known as and referred to herein as the Jacob Sheep Conservancy (JSC).
- 1.2 CHARTER: The JSC shall be chartered as a non-profit corporation under the laws of the state of Pennsylvania.
- 1.3 LOCATION: The principal and registered office of the JSC shall be located at such place as most recently designated by the Board of Directors of the JSC.

## ARTICLE II PURPOSE AND GOALS

- 2.1 PURPOSE AND GOALS: The purpose and goals of the association shall be:
- a) To engage in the education, research, conservation, and the advancement of public awareness of the Jacob breed of sheep.
  - b) To register and keep pedigree records of all animals that qualify as Jacob sheep.
  - c) To provide interested people with information about Jacob sheep and their products
  - d) To develop a breed standard which will serve to identify and register these individual sheep which qualify as Jacobs.
  - e) To promote interest in the Jacob breed of sheep wherever possible in order to attract new breeders for the conservation and well being of the breed.

## ARTICLE III FINANCES

- 3.1 FISCAL YEAR: The fiscal year of the JSC shall commence January 1 and end on December 31.
- 3.2 DEPOSITS: All monies, securities, and other valuables of the JSC shall be deposited in the name of the JSC in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check or order signed by such person as designated by the Board.
- 3.3 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract requiring execution of the Board of Directors of the JSC shall be signed by the authorized officer or agent by the Board.
- 3.4 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS : The President, or any other officer of the Board may:
- a) Accept any and all unconditional and unrestricted bequests, devices, and donations of money, property, or collections of value made to the corporation.
  - b) With the prior approval of the Board, accept any other bequests, devices, or donations.
- 3.5 INDEMNIFICATION: Subject to compliance with Pennsylvania 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, not 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.
- 3.6 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.
- 3.7 YEARLY AUDIT: The Board of Directors may require that a yearly audit of the corporation is conducted by an independent auditor who is beyond the realm of the business affairs of the JSC. A copy of such audit shall be available to the members of the JSC.

## ARTICLE IV MEMBERSHIP

4.1 PRIVILEGES OF MEMBERSHIP: Members of the corporation are entitled to attend, speak, and vote at the membership meetings of the association. When the qualification for one membership has been met by more than one person (family, corporation, or any other entity), all persons involved in meeting that qualification may attend, speak at the membership meeting. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings, shall have annual reports, and up-to-date copies of the by laws made available to them. All reports and books of the association may be inspected by any member of the association at any reasonable time, with the exception of matters relating to the hiring, firing, discipline of personnel, or personnel records.

4.2 DEFINITION OF MEMBERSHIP:

- a) ACTIVE MEMBER: Any person or corporation who owns or breeds Jacob Sheep may become an active member of the JSC.
- b) FAMILY MEMBER: Any family who owns or breeds Jacob Sheep may become an active family member of the JSC.
- c) ASSOCIATE MEMBER: Any person, family or corporation interested in the Jacob sheep pr its products may become an associate member of the JSC, and as such is entitled to all privileges of full membership except they shall have no vote, nor shall they be eligible to hold elective office.
- d) HONORARY MEMBER: Any person, having made outstanding contributions to the Jacob breed may, upon nomination and election by the Board, may become an honorary member. As such they shall not be entitled to the privileges and responsibilities of active members including the holding of elective office nor the privilege of vote.
- e) JUNIOR MEMBER: Any persons under 21 years of age, who are active owners or breeders of Jacob sheep, may become a junior member of the JSC. Junior members are not allowed to hold office or to vote. A person under 21 years may, by electing to pay regular dues, become an active member.
- f) The Board of Directors may, at its discretion, establish other classes of membership.

4.3 MEMBERSHIP FEES AND DUES: Annual membership fees for the above established classes of membership shall be set at the discretion of the Board of Directors.

4.4 EFFECTIVE DATE OF MEMBERSHIP: The effective date of membership shall coincide with the full month following the payment of annual dues.

4.5 TERMINATION OF MEMBERSHIP: Membership shall terminate at the end of one full year from date of payment. A grace period of 60 days will be in effect, allowing such time for members to send in membership rolls. However, no member who is in arrears in his payment of dues will be allowed a vote at the Annual Membership Meeting.

#### ARTICLE V MEMBERSHIP MEETINGS

5.1 The members of the JSC shall meet annually at such time and place as designated by the Board of Directors.

5.2 GENERAL NOTICE OF MEMBERSHIP MEETINGS: Written notice of the time and place of the membership meetings shall be mailed to the members at least 20 days prior to such meetings, Upon request, an agenda of the meeting, any ballots to be used, and any proposed changes to the by laws shall be furnished to any member.

5.3 QUORUM: The members present at any properly called membership meeting shall constitute a quorum.

5.4 VOTING: The act of the majority of those voting at any properly called membership meeting shall be considered an act of the membership of the corporation, except when a 2/3's majority of the eligible membership is called for in these by laws.

5.5 ORDER OF BUSINESS: The Annual Membership Meeting is held for the purpose of conducting the election of Board Members, for hearing the report of officers of the Board, for the consideration of by laws changes, and for the transaction of any other business which may properly come before the meeting. The order of business at annual membership meetings shall be as follows:

- a) Call the meeting to order
- b) Approval of the minutes of the last membership meeting, and any subsequent special meetings
- c) Report of the officers and the Board of Directors
- d) Proposed by laws changes
- e) Unfinished business
- f) New business

g) Election of the Board of Directors

h) Adjournment

5.7 SPECIAL MEMBERSHIP MEETINGS: Such meetings other than the above mentioned Annual Membership meeting may be called only to discuss issues and for educational and promotional purposes. Special membership meetings may be called by the President or by petition by any 10 members.

#### ARTICLE VI BOARD OF DIRECTORS

6.1 AUTHORITY: The Board of Directors of the JSC shall be the governing board of the JSC, and shall have ultimate authority over and responsibility for all corporate expenses, properties, funds, and debts. The Board of Directors shall have ultimate authority over any and all policy decisions.

6.2 DELEGATION OF AUTHORITY: Members, staff, directors, officers and others may act in the name of the JSC only when specifically authorized to do so by the Board.

6.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of not less than three and not more than nine members. Expansion of the Board from the original four will occur at the discretion of the existing Board.

6.4 TERMS OF DIRECTORS: Directors shall serve a term of three years, and shall be elected at the Annual Membership Meeting. Terms of Directors may be staggered so that approximately 1/3 of the directors will be elected each year.

6.5 VACANCIES ON THE BOARD: Vacancies may occur during the term of a Board member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board at the discretion of the Board.

a) Any director may resign at any time by giving written notice to the Board through the President. The resignation of any director shall take effect upon receipt of the notice, or at such later date as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.

b) Any director may be removed from the Board for just cause by the affirmative vote of 2/3's of the currently existing members of the Board. Any director shall have the right to speak on his/her own behalf before a vote and removal by the Board.

c) In the event a vacancy occurs in a Board position, the other members of the Board shall elect a new Board member to serve until the next annual membership meeting, at which time the members shall elect a member to fill the unexpired term. Board vacancies shall be filled within 60 days after the position becomes vacant

6.6 ELECTION OF BOARD OFFICERS: The Board of Directors shall elect all officers for a one year term. Only Board members may serve as officers of the Board. The election of officers shall occur at the first meeting of the Board following the Annual Membership Meeting. This first meeting of the Board shall be held no later than 10 days following the Annual Membership Meeting.

6.7 COMPOSITION AND DUTIES OF BOARD OFFICERS: The officers of the Board shall be President, Vice-President, Secretary and Treasurer.

(a) The PRESIDENT shall be the chief officer of the JSC and shall perform the duties of general supervision of the business and affairs of the JSC. (S)he shall preside at all meetings of the Board, and of the membership. (S)he shall sign in the name of the corporation all documents or instruments which are necessary and proper to be executed in the course of the corporation's business. (S)he shall be an ex-officio participant of all committees appointed by the Board.

(b) The VICE PRESIDENT shall, in the absence of or the incapacity of the President, act in the capacity of the President.

(c) The SECRETARY is subject to the ultimate will of the Board and in compliance with the provisions of the by laws:

-shall record the proceedings of all board and membership meetings. If a meeting goes into closed session to deal with matters of personnel, the secretary shall not take minutes except as shall be ordered by the Board.

-shall insure that the members of the board receive a copy of the minutes with 30 days of the meeting.

-shall be responsible for maintaining all official documents, minute books, and such other matters entrusted to the secretary's keeping.

-shall see that all such documents are kept under proper care safekeeping.

-Shall ensure that a register containing the names and addresses of all members is being properly kept and maintained by the Board.

-shall record and keep a permanent file of any letter ballots received from the general membership vote held other than at an Annual Membership Meeting. Results of such votes shall be published within 90 days of close of such vote, and distributed to the general membership.

-shall perform such other activities as may be set by the Board.

(d) The TREASURER of the Board shall be responsible for the financial administrative policies established by the Board and shall perform the duties of supervision over the responsibility for the funds, securities, receipts, and disbursements of the corporation. The Treasurer is responsible for bringing any questionable expenditure to the attention of the Board in a timely manner and shall see that a timely record of the financial activity of the JSC be properly preserved. (S)he shall be empowered (without regard to the will of the Board or the members ) to require from any director, officer, staff worker, or associate of the JSC any financial documents, reports, or statements giving such true information as may be desired with respect to any and all financial transactions of or with the corporation.

6.8 VACANCIES OF A BOARD OFFICE: Vacancies may occur during the term of an office by death, resignation, removal, disqualification, incapacitation, or otherwise. In the even such a vacancy does occur, the office, with the exception of the President, shall be filled at the time of the next Board meeting.

6.9 SUBORDINATE AGENTS AND ADVISORS TO THE BOARD: The Board may appoint such other agents and advisors to the board as it may deem necessary or advisable. The appointments shall be for such period and with such authority, and for such compensation and duties as the Board may determine, Such agents and advisors may not be Board members, but may be required to participate in board meetings.

6.10 COMPENSATION: Directors shall serve without compensation except that they may be reimbursed for actual expenses incurred in the performance of duties as a director or officer of the JSC.

#### ARTICLE VII BOARD MEETINGS

7.1 BOARD MEETINGS shall be held at least once a year, but may be held more frequently. Board meetings may be held by personal attendance of the Board members and/or by participation via conference call. The time of the meetings shall be set by the President with the approval of the Board, the setting of the time preferably occurring as one of the last items on the agenda of the preceding Board meeting.

7.2 GENERAL NOTICE OF THE UPCOMING BOARD MEETINGS: Written notice of the time and place of Board meetings shall be furnished to all board members and ex-officio participants. This notice shall be given at least 20 days prior to the meeting, and shall contain a copy of the agenda.

7.3 QUORUM: A simple majority of the existing Board members (not counting current vacancies) shall constitute a quorum.

7.4 NO proxies or absentee ballots may be used at any Board meeting.

7.5 ONLY BOARD MEMBERS may vote at any Board Meeting. The act of a majority of the votes cast shall be considered and act of the Board.

7.6 OPEN BOARD MEETINGS: Any individual, including a member of the Association or the general public, may attend meetings of the Board of the JSC. However, in order to address the board or to comment to the Board, they must be recognized by the President.

7.7 CLOSED SESSIONS OF THE BOARD: The Board shall go into closed session to deal with fiscal or personnel matters. Any non-board member may be excluded by the Board during closed sessions.

7.8 ATTENDANCE BY BOARD MEMBERS AT BOARD MEETINGS: Absence of any Board member from two consecutive meetings without notifying the President or Secretary of the Board will be grounds for the removal action on the part of the Board.

7.9 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the President or Vice President, or in the absence of both of the officers, by a member elected by the Board. These meetings shall be conducted in accordance with the latest revised edition of Robert's' Rules of Order except as otherwise specified in these bylaws.

7.10 ORDER OF BUSINESS: Board meetings are held for the purpose of transacting corporate business. The order of business shall be as follows, unless modified by the chair:

- a) Roll call and determination of a quorum
- b) Call to order
- c) Reading and approval of minutes
- d) Election of new officers
- e) Treasurer's report

- f) Business Manager's report (if any)
- g) Reports from committees or advisors
- h) Proposed by law changes
- k) Staff problems
- g) Unfinished business
- h) New business
- l) Arrangements for the next meeting
- j) Adjournment

#### ARTICLE VIII COMMITTEES OF THE BOARD

8.1 ESTABLISHMENT OF COMMITTEES: The Board may establish committees to perform such duties and to have such powers as may be set by the Board, and these committees shall assist the /Board with specialized tasks delegated to the committees. The role of the committees shall be of an advisory and assisting nature. each committee may make its own rules of governing the conduct of its activities, provided they are in compliance with the wishes of the Board. Committees shall have no authority to exercise control over the daily management or operation of the corporation. The Board shall directly oversee all committees. Committees shall act through the authority of the Board in compliance with the by laws. A Board member may serve on each committee. All committees shall be appointed, dismissed, or restructured individually by the President with the approval of the board. Any Committee member may resign at any time, giving written notice to the Board, The acceptance of that resignation shall not be necessary to make it effective. The President, with the approval of the Board, shall have the power to change the membership of any committee, to fill vacancies, and to discharge any member of any committee.

8.2 STANDING COMMITTEES: This section of the corporate by laws is an exceptions to the provision contained in article X: By law Amendments. A majority vote of those Board members present at a duly called Board meeting shall be able to change the following portions of section 8.2:

- a) NOMINATING COMMITTEE: The nominating committee consists of three members that shall generate and submit names of individuals for nomination to the Board. Each nomination, once agreed to be the nominee, shall be forwarded to the general membership for election. An individual shall not have to be nominated by the committee in order to run for, be elected to, or appointed to a Board position. Nominations for Board positions may be made from the floor of the general membership meeting.
- b) EXECUTIVE COMMITTEE: The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.
- b) CERTIFICATION COMMITTEE: This committee shall consist of five or more members. The chair of this committee, who shall also serve as registrar, shall randomly choose three committee members to review each application for certification received. A majority of the three members shall rule as to the acceptance of denial of certification for any candidate animal. The committee chair/registrar shall be responsible for notifying the applicant of the decision of said committee. This committee shall endeavor to keep certified and registered stock as nearly like the standards for the breed adopted by the Board as possible.

c)

#### ARTICLE IX STAFF PERSONNEL

9.1 DEFINITION OF STAFF PERSONNEL: Staff personnel shall include those persons who are employees of the Conservancy who receive monetary gain.

9.2 PERSONNEL POLICIES AND RECORDS: Details for personnel policies and records shall be drafted by the Board and detailed and furnished to staff at such time as such staff positions are created.

#### ARTICLE X BY LAW AMENDMENTS

10.1 PROPOSED BY LAW AMENDMENTS: Proposed bylaw changes may be initiated by the Board or by petition to the Annual Membership Meeting, signed by not less than 25% of the members of the Conservancy.

10.2 BY-LAW AMENDMENTS: These by-laws may be altered, amended, or repealed by the affirmative vote of 2/3's of the members in attendance and voting at a regularly called Annual Membership Meeting, provided proper notification of such proposed by-law changes were included in such call. Proper notification as noted above shall include a clearly stated notice of what section of the by-laws is to be deleted, changed, or added; and what the exact wording of the desired change or addition shall be. The

vote of adoption or rejection of any by-law changes shall be for or against as they were worded in the notice, with no provision for changes or alterations in that wording being made. If changes in wording or in nature of the by-law change are desired, they must be voted upon at the next regularly called Annual Membership Meeting after proper notification can be issued, or by letter ballot after proper notification can be issued.

10.3 EXCEPTIONS: The exception to the aforementioned provision of this article is that only a majority vote of the Board of Directors is needed to change or delete paragraphs (a) (b) or (c) of section 8.2 of these bylaws.

#### ARTICLE XI DISSOLUTION AND SUCCESSION

Upon dissolution of the JSC, 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 exclusively for the purposes of the association in such manner, or to such organization or organizations organized for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) or the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principle office of the JSC is located, exclusively for such purposes or to such organized and operated exclusively for such purposes.

#### ARTICLE XII ADOPTION

These bylaws of the Jacob Sheep Conservancy were passed by a unanimous vote of the said organization at a meeting of founding members and temporary officers held on May 5, 1990.

#### JACOB SHEEP CONSERVANCY

The original was signed by :

Marcia Read, President

Colleen Kozlowski, Secretary