

**BYLAWS OF  
AMERICAN CORMO SHEEP ASSOCIATION (ACSA)  
A Non-profit Corporation**

**ARTICLE I - OBJECTIVE**

The objectives of the ACSA are to collect, preserve and publish information pertaining to the Cormo sheep breed in the United States; to register and keep on file records of the registration and transfers of the breed in the United States, and to further promote the interests of Cormo sheep breeders.

**ARTICLE II - MEMBERSHIP**

**A. Eligibility**

Any person, family, farm or company may apply to become a member on receipt of an application and initial membership fee (see current fee schedule). Junior membership will include any interested person less than 20 years old. Fee for junior membership will be half that of active membership (see current fee schedule). The ACSA may deny any membership application or terminate any membership at any time and for any reason that it deems appropriate, including but not limited to, unethical behavior or unfit character as determined by the ACSA.

**B. Status**

There will be three types of membership: Active, Associate and Junior. Associate membership is offered for those who will not be registering sheep and is non-voting. Junior members have all the privileges and responsibilities of Active membership but are not entitled to vote.

**C. Dues**

Annual dues will be set by vote of the Board of Directors and will be payable by January 31 of each year. Junior membership dues will be half. (See current fee schedule).

**D. Voting**

Currently paid Active members are entitled to one vote per membership. There will be voting by proxy. At any meeting members may be represented by proxy, but such proxy will be in writing, subscribed by such member and filed with the Secretary at or before the time the vote is tendered.

**E. Suspension and expulsion**

**1. Suspension**

Any member who does not keep adequate, valid, or correct records, pursuant to the ACSA requirement, to the best of their knowledge and ability, or who refuses to furnish a certificate properly registered and transferred when a sale is made, or who is suspected of improper or fraudulent registry, may be suspended by the Board of Directors until such times as the matter is settled to the satisfaction of the Board of Directors and for not more than 6 months.

**2. Expulsion**

If the matter is sustained by a majority vote of the Board of Directors, that member shall be expelled unless the Board determines that there are special or extenuating circumstances. An expelled member will lose all rights with ACSA including cancellation of any questionable registrations and transfers as determined by the ACSA.

**F. Meetings**

While the intent of the ACSA is to hold annual meetings in a time and place designated by the Board of Directors, and announced at the preceding annual meeting, consideration must be given to the diverse geography of the membership which may make this impossible. When such annual meeting takes place, the members will transact all business that is properly brought before the meeting. The Secretary will give not less than 30 days notice to the membership concerning time, place and agenda of the annual meeting. The Board of Directors will be responsible for planning the agenda. Special meetings of the members may be called by the President, a majority of the Directors, or by a majority of the voting membership. Notice of any special meetings stating the

time, place, and object thereof will be given to each member at least 30 days prior to the meeting. Anyone wishing to participate by telephones may do so when prior arrangements have been made. At least one Board Member will be present and will conduct such meetings. When this is not possible, the Board of Directors may appoint someone from the Active membership to preside. Written minutes will be recorded and published to the general membership.

### **ARTICLE III - DIRECTORS AND OFFICERS**

#### **A. Directors**

The board of directors will consist of three to five Active members who may also be officers. The term of office will be two years. Vacancies occurring during a directors term may be filled by appointment from the active membership by the remaining directors.

#### **B. Officers**

The officers will be a President and a Secretary. In the absence of a Treasurer or a Registrar, the Secretary will perform those duties. The Board of Directors may appoint such other officers as it deems necessary: Such officers will hold their office for a two year term and carry out responsibilities as the Board determines. Officers may serve on the Board of Directors. Any officer may resign or may be removed with or without cause by the unanimous vote of the Board of Directors at any time. Vacancies may be filled by appointment by the Board of Directors from the Active membership.

#### **C. Elections**

Elections for the President, Secretary, other officers (when appropriate) and Board Members will be held every two years by mailed ballot sent to each active member under the direction of the Board of Directors.

#### **D. Duties of the President**

The President will preside at all meetings of the members and all meetings of the Directors at which he/she may be present, and will call meetings of the members and the Directors when he/she deems advisable. Subject to the authority and direction of the Board of Directors, the President will have general and active management of the ACSA, and will see that all orders and resolutions of the Board of Directors are carried into effect.

#### **E. Duties of the Secretary, Treasurer and Registrar**

The Secretary shall keep records of proceedings, shall have charge of all Association papers and shall be responsible for general correspondence. The Treasurer shall generate an annual budget for approval by the Board of Directors, keep all funds, and pay all bills from the ACSA account. The Registrar shall have charge of all pedigree books, registration and transfer papers, shall enter the pedigrees of all sheep accepted for registration and file all documents regarding registration. In the absence of a Treasurer or Registrar, the Secretary shall perform the duties of their office.

### **ARTICLE IV - REGISTRATION**

Pedigrees presented and approved by the Registrar and meeting the necessary requirements of the rules may be accepted for registration. Sheep will be eligible for registration that have been imported from or that can trace in all their lines of descent to the Corno foundation flock of I.K Downie, Bothwell, Tasmania, Australia. Applicants for registry must furnish facts satisfactory to the Registrar as to the authenticity of the data.

The ACSA may deny any or all applications for registration of sheep for any reason that it deems appropriate, including but not limited to, unethical behavior or unfit character of the owner. Further, any and all sheep registrations may be terminated at any time in the future, without notice, for any reason that the ACSA deems appropriate, including unethical behavior or unfit character of the owner.

#### **A. Applications**

Application for registry of animals will be submitted to the Registrar in the following manner:

1. Applications must be presented to the Registrar on the standard forms provided by the ACSA.

2. Applications must be signed by breeder (owner of the dam at the time of service).
3. Applications must be submitted by the owner (or his/her certified agent) of the dam at the time of the animal's birth.
4. When the dam of any sheep presented for registry is not shown by the ACSA records to be properly transferred to the party making application, such sheep will not be recorded until the proper transfer has been made, or information has been furnished to the Registrar which is deemed acceptable, and may also necessitate a Board approved inspection.
5. A *Certificate of Breeding Service* is completed at the time of service and submitted with the *Application for Registry* of the offspring under the following conditions:
  - a. When the breeder is not the owner of the ram (the ram is borrowed or leased).
  - b. When ewes are artificially inseminated.
  - c. When ewes are sold as bred or exposed.

When approved and upon payment of required fee, animals will have registration numbers assigned to them by the Registrar. Ear tags and *Certificates of Registry* bearing that number will be supplied to the owner. All registered sheep and those eligible for registration must be positively identified at all times, the method of identification (ear tags, ear notch or tattoo, etc.) being left to the discretion of the individual breeder. The ACSA may choose to inspect animals before registering them.

In case of loss of an original *Certificate of Registry*, the Registrar may issue a duplicate certificate (see current fee schedule). The word "duplicate" and date of issue will be recorded on the form.

#### **B. Transfers**

Ownership transfers, when approved, will be signed and sealed by the Registrar in the appropriate place on the certificate. Ewes sold as bred must have the flock tag and registration number of the sire (of the progeny) listed on the transfer of ownership for the progeny to be eligible for registration.

#### **C. Fees**

All Fees will be set by the Board of Directors. See current fee schedule.

### **ARTICLE V - WAIVER AUTHORITY**

The Board of Directors will have the authority to deviate from any of these bylaws if by unanimous vote such action is deemed advisable.

### **ARTICLE VI - AMENDMENTS**

New bylaws may be adopted or existing bylaws altered, amended or repealed, by a majority vote of the members or by the Board of Directors.

### **ARTICLE VII - INDEMNIFICATION**

#### **A. Authority to Indemnify**

1. Except as provided in subsection 4., an individual made a party to a proceeding because the individual is or was a director may be indemnified against liability incurred in the individual:
  - a. conducted himself in good faith:
  - b. reasonably believed:
    - (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests: and
    - (ii) in all other cases, that his conduct was at least not opposed to its best interests: and
  - c. in the case of any criminal proceeding, had no reasonable cause to believe his

conduct was unlawful.

2. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, a determination that the director did not meet the standard of conduct described in this section.
3. A corporation may not indemnify a director under this section:
  - a. in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation, or
  - b. in connection with any other proceeding that charges improper personal benefit to the director, whether or not involving action in his official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
4. Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses, including attorney fees, incurred in connection with the proceeding.

**B. Mandatory indemnification.**

Unless limited by the articles of incorporation, the corporation will indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he is or was a director of the corporation, against reasonable expenses actually incurred, including attorney fees, by the director in connection with the proceeding

**C. Advance for expenses.**

1. The corporation may pay for or reimburse the reasonable expenses incurred by a director, including attorney fees, who is a party to a proceeding in advance of final disposition of the proceeding if:
  - a. the director furnishes the corporation a written affirmation of his good faith belief that he has met the standard of conduct described in 35-2-447;
  - b. the director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and
  - c. a determination is made that the facts then known to those making the determination would not preclude indemnification under 35-2-446 through 35-2-454.
2. The undertaking required by subsection 1. b must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
3. Determinations and authorizations of payments under this section must be made in the manner specified in 35-2-451.

**D. Determination and authorization of indemnification**

1. The corporation may not indemnify a director under 35-2-447 unless it is authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in 35-2-447.
2. The determination must be made:
  - a. by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding

b. if a quorum cannot be obtained under subsection 2. a, by majority vote of a committee designated by the board of directors consisting solely of two or more directors not at the time parties to the proceeding:

c. by special legal counsel:

- (i) selected by the board of directors or its committee in the manner prescribed in subsection (2)(a) or (2)(b): or
- (ii) if a quorum of the board cannot be obtained under subsection (2)(a) and a committee cannot be designated under subsection (2)(b), selected by majority vote of the full board, in which selected directors who are parties may participate.

3. Authorization of indemnification and evaluation as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses must be made by those entitled under subsection (2)(c) to select counsel.

**E. Indemnification of officers, employees, and agents.**

Unless limited by the corporation's articles of corporation:

1. an officer of the corporation who is not a director is entitled to mandatory indemnification under 35-2-448 and is entitled to apply for court-order indemnification under 35-2-450 to the same extent as a director:
2. the corporation may indemnify and advance expenses under 35-2-446 through 35-2-454 to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director: and
3. the corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the extent, consistent with public policy, that may be provided by its articles of incorporation, bylaws, general or specific action of its board of directors, or contract.

These amended bylaws will supersede all prior bylaws and will become effective SEPTEMBER 1, 2005

Signed	Date
<u>Nancy L. Grunwald</u>	7/27/05
<u>Linda Hanson</u>	7/31/05
<u>Charlotte Carlet</u>	8/19/05
<u>Donna Heer</u>	8/29/05
<u>Jennifer Suter</u>	9/1/05