

JACOB SHEEP BREEDERS ASSOCIATION, INC. BYLAWS



ARTICLE I THE CORPORATION

1.1 NAME: The Corporation shall be known as and referred to as the Jacob Sheep Breeders Association, Inc. (JSBA).

1.2 CHARTER: The JSBA shall be chartered as a non-profit corporation under the laws of the State of Washington.

1.3 LOCATION: The principal and registered office of the JSBA shall be located at such place as most recently designated by the Board of Directors of the JSBA.

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 record, certify, register, and keep pedigrees.
- (c) To maintain performance and other records as may be of interest to the membership or requested by the board of directors.
- (d) To keep a breeders directory and to provide interested people with information about Jacob sheep and their products.
- (e) To develop a breed standard that will serve to identify and register those individual sheep that qualify as Jacob.
- (f) 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.
- (g) To help educate and develop those skills required to enhance the abilities of members to raise and tend their flocks.

ARTICLE III FINANCES

3.1 FISCAL YEAR: The fiscal year of the JSBA shall commence January 1 and end on December 31.

3.2 DEPOSITS AND WITHDRAWALS: All moneys, securities, and other valuables of the JSBA shall be deposited in the name of the JSBA in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check or order signed by the duly authorized Business Officer or by another long-term member of JSBA who is appointed by the Board to serve in this signatory capacity.

3.3 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract requiring execution of the Board of Directors of the JSBA shall be signed by an authorized officer or agent of the Board.

3.4 ACCEPTANCE OF BEQUESTS, DEVISES AND DONATIONS: The President or any other officer of the Board may, upon prior approval by a majority of the Board, accept any and all bequests, devises and donations of money, property, or collections of value made to the corporation. However, donors must be apprised that donations are not tax-deductible, since the JSBA is not classified as an exempt organization under section 501 (c) (3) of the Internal Revenue Code.

3.5 INDEMNIFICATION: Subject to compliance with Washington 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 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 or funds, or by reason of any act of commission or omission on their part in conduct of the 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 in 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 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 FINANCIAL REVIEW: The Board of Directors shall provide for a periodic review of the accounting records, which may be performed annually, or at least once in every three years, at the discretion of the Board. This review may be performed by the Treasurer, by a committee of the Association, or by a certified public accounting firm that would prepare a review-level financial statement. A copy of the review shall be available to the members of the JSBA.

3.8 FINANCIAL AUDIT: The Board of Directors may at any time elect to contract with a certified public accounting firm to perform a third-party financial audit. A copy of such an audit shall be available to the members of the JSBA.

ARTICLE IV MEMBERSHIP

4.1 CATEGORIES OF MEMBERSHIP:

- (a) Active Member: Any person, family, or corporation who owns or breeds Jacob sheep, or who supports the conservation of the Jacob sheep breed, may become an active member of the JSBA.
- (b) Lifetime Member: Any Active Member who has maintained a current membership for a minimum of twenty (20) years may become a Lifetime Member. Alternately, a lump sum or accelerated dues payment schedule for lifetime membership may be established by the Board of Directors.
- (c) Honorary Member: Any person having made outstanding contributions to the Jacob breed and/or the purpose and goals of the JSBA may, upon nomination by the Board and election by the membership at any annual meeting, become an honorary member. As such, they shall not be entitled to any duties, privileges, and responsibilities of active members, including the holding of elective office and the privilege of vote, except that they may attend membership meetings of the JSBA.
- (d) Junior Member: Any person fifteen (15) years of age or younger who is an active owner or breeder of Jacob sheep may become a junior member of the JSBA. As such, they are entitled to all privileges of full membership, except that they shall have no vote, nor shall they be eligible to hold elective office.

The Board of Directors may at its discretion establish other classes of membership.

4.2 PRIVILEGES OF MEMBERSHIP: Active and Lifetime members of the corporation are entitled to attend, speak, and vote at the membership meetings of the association and to vote on all issues and elections presented to the membership by mail or electronic ballot. When an active membership includes more than one person (family, corporation, or any other entity), all persons who are included in that membership may attend and speak at the membership meeting, but only one vote may be cast on each written or electronic ballot or hand or voice vote of the membership. If members of a family who meet the membership requirements each join the JSBA individually, they shall each be entitled to one vote so long as each pays individual dues. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings, and shall have annual reports and up-to-date copies of the Bylaws made available to them. All records 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, and discipline of personnel, including personnel records.

4.3 MEMBERSHIP FEES AND DUES: Annual membership fees for the above established categories 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 fiscal year of the Association.

4.5 MEMBERSHIP STANDING: A member shall be considered "in good standing" as long as their membership is current.

4.6 TERMINATION OF MEMBERSHIP: Membership shall terminate at the end of the fiscal year of the JSBA. A grace period of sixty (60) days will be in effect, allowing such time for members to send in their renewal dues before they are officially removed from the membership rolls. No member who is in arrears in his/her payment of dues will be allowed to vote at the Annual Membership Meeting or by ballot on issues and elections presented to the membership.

4.7 VOTING AND ELECTIONS:

- (a) Annual Elections: Active members may vote annually for open positions on the Board of Directors

and for the Nominating Committee Chair. Elections shall be conducted by secret written and/or electronic ballots. The votes shall be decided by a plurality of the ballots cast.

Members shall have twenty (20) days from the date of the ballot postmark of a written ballot or date of the posting of an electronic ballot to return their ballots to the Nominations Committee Chair, who shall tabulate and forward the results and the ballots to the President for certification.

(b) Bylaws: Any vote to amend these Bylaws shall be conducted in compliance with Article X.

ARTICLE V MEMBERSHIP MEETINGS

5.1 ANNUAL MEETING: An Annual Membership Meeting shall be held at such place and time as may be designated by the Board of Directors. This business meeting may occur during an Annual General Meeting (AGM).

5.2 SPECIAL MEETINGS: Special meetings of the membership may be called at such times and places and on such notice as the Board may designate, or by the Secretary upon receipt of petition by 20% of the active members.

5.3 NOTICE OF MEMBERSHIP MEETINGS: Notice of the time and place of the membership meetings shall be provided in the regular newsletter of the JSBA and/or by written or electronic communication to all members at least thirty (30) days prior to such meetings, and shall include an agenda of the meeting.

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

5.5 CONDUCTING THE MEETING: All meetings of the membership of the JSBA shall be conducted by the President in accordance with the latest revised edition of Robert's Rules of Order except as otherwise specified in these Bylaws.

5.6 ORDER OF BUSINESS: The Annual Membership Meeting is held for hearing the report of the Officers, the Board, and committee chairpersons, for the consideration of bylaw changes and for the transaction of any other business that 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) Approve the minutes of the last Annual Membership Meeting and any subsequent special membership meetings
- (c) Reports of the Officers, Board of Directors and committee chairpersons
- (d) Unfinished business
- (e) New business
- (f) Adjournment

ARTICLE VI BOARD OF DIRECTORS

6.1 NUMBER, REPRESENTATION, AND QUALIFICATIONS:

(a) Number: The Board of Directors shall consist of seven members: five Regional Directors and two Directors at Large. The number of seven Directors and five regions may be expanded or decreased from time to time by a mail and/or electronic vote of the entire membership, but at no time shall the number of Directors be less than three.

(b) Representation:

1. Regional Directors are those Directors elected by the active members of a designated geographic area of North America to represent that specific region. Regional Directors may be nominated by any active member, regardless of residency. Each Regional Director must reside in the region they represent, and be chosen by the resident members of that region only.

2. Directors at Large shall be nominated from the active membership without regard to residency and shall be elected by the total membership.

(c) Qualifications: An individual shall be eligible for election (or appointment, in the case of a vacancy) to, and may serve on the Board only if 1) s/he has been an Active Member in good standing of the JSBA for a minimum of two years, and 2) s/he is registering his/her own sheep with the JSBA. The Board of Directors may at its discretion establish and interpret criteria for provision 2.

No Directors of the Board shall hold the positions of Director and Inspector simultaneously, nor shall they hold the positions of JSBA Director and director of another Jacob Sheep organization simultaneously.

6.2 TERMS OF DIRECTORS: Directors shall serve a term of three (3) years and the terms shall be staggered so that approximately one third (1/3) of the Directors is elected each year. A Director shall serve no more than two (2) consecutive elected three-year terms.

6.3 AUTHORITY. The Board of Directors of the JSBA shall be the governing board of the JSBA and shall be responsible for all corporate expenses, properties, funds, debts, and day-to-day operations. Major policy decisions and/or changes shall be submitted to the entire membership for vote by written and/or electronic ballot. Any policy decision affecting or altering any provision of these Bylaws shall comply with provisions of Article X.

6.4 DELEGATION OF AUTHORITY: Members, staff, Directors, officers and others may act in the name and on behalf of the JSBA only when specifically authorized to do so by the Board.

6.5 VACANCIES: 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 two thirds (2/3) of the currently existing members of the Board. Any Director shall have the right to speak on his/her own behalf before a vote on removal by the Board.

(c) Vacancies shall be filled by Board appointment to serve until the next regular election. At that time, election shall be held for the remaining years of the unexpired term.

6.6 OFFICERS: The officers of the Board shall be President, Vice President, Secretary, and Treasurer. Only board members may serve as officers of the Board. The Board of Directors shall elect all officers for a one-year term, with the election of officers occurring at the first Board meeting following the annual election of members of the Board.

6.7 DUTIES OF OFFICERS:

(a) The President shall be the chief officer of the JSBA and shall perform the duties of general supervision of the business and affairs of the JSBA. (S)he shall preside at all meetings of the Board and of the membership. (S)he he may sign and/or the duly appointed Business Officer may sign, in the name of the corporation, all documents or instruments that are necessary and proper to be executed in the course of the corporation business. The President 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 Bylaws:

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

-shall ensure that members of the Board receive a copy of the minutes within thirty (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. The Secretary shall see that all such documents are kept under proper care and safekeeping.

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

-shall assist the President and the Board in the preparation of the required report of the officers and the Board to the membership.

-shall record and keep a permanent file of any written or electronic ballots received from any general membership vote. Results of such votes shall be published within thirty (30) days of the 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 for keeping track of the organization's financial condition, overseeing all activities involving 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 JSBA 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 JSBA 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. The Treasurer shall be responsible for presenting an annual budget as well as seeing that the yearly review of the financial records is conducted. In the event the Board establishes a business office, the Treasurer shall work directly with the Business Officer.

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 event that 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 SUBORDINATED AGENTS AND ADVISORS TO THE BOARD: The Board may appoint such other agents or 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 or advisors shall not be Board members but may be required to participate in Board meetings. Such agents or advisors may or may not include a Registrar, Membership/Corresponding Secretary, and a Business Officer.

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 JSBA.

6.11 CONFLICT OF INTEREST: Directors shall be under obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Directors having such conflicts shall absent themselves from discussion and decision of the matter unless otherwise determined by the Board. If the Board perceives that a Director has a conflict of interest and that Director has not disqualified him/herself from discussion and decision of a matter, then the Board, with a majority vote of those present, may move to disqualify that Director from discussion and decision of such matter.

6.12 STANDARDS OF CONDUCT. Directors shall be responsible for discharging their duties in good faith, in a manner that they believe to be in the best interests of the JSBA and with the care that a prudent person would use under similar circumstances.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

7.1 BOARD MEETINGS shall be held at least twice a year but may be held more frequently. Board meetings may be held by personal attendance of the Board members, by participation by conference call, or by participation via electronic voice/ video conferencing tools. The time of the meeting 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 UPCOMING BOARD MEETINGS: Notice of the time and place of each Board meeting shall be mailed or communicated electronically to the physical and/or electronic address of record for all Board members and ex-officio participants at the discretion of the President at least thirty (30) days prior to the meeting, and shall contain a copy of the agenda prepared by the President and a copy of the minutes of the previous meeting.

7.3 QUORUM: A majority of the existing Board members, plus one, not counting vacancies, shall constitute a quorum.

7.4 PROXIES OR ABSENTEE BALLOTS: No proxies or absentee ballots may be used at Board meetings.

7.5 VOTING: Only Board members may vote at any Board meeting. The act of the majority of those votes cast shall be considered an act of the Board.

7.6 OPEN BOARD MEETINGS: Any individual, including a member of the Association or the general public, may attend a meeting of the Board of the JSBA; however, in order to address the Board or to comment to the Board they must be recognized by the President. Such individual(s) should contact the President for the date, time and (if a conference call or electronic meeting) instructions for joining the meeting, in order to participate.

7.7 CLOSED SESSION OF THE BOARD: The Board may go into closed session during any meeting of the Board in order to address fiscal or personnel matters. Any non-Board member may be excluded by the Board during closed session.

7.8 ATTENDANCE BY BOARD MEMBERS: Absence of any Board member from two consecutive

meetings without notifying the President or Secretary of the Board will be grounds for 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:

- (a) Roll call and determination of quorum
- (b) Call to order
- (c) Reading and approval of minutes, and/or recording of any electronic vote that has taken place since the previous Board meeting
- (d) Election of new officers
- (e) Treasurer's report
- (f) Business Manager's report (if any)
- (g) Reports from committees and advisors
- (h) Proposed bylaw changes
- (i) Staff problems
- (j) Unfinished business
- (k) New business
- (l) Arrangement for next meeting
- (m) Adjournment

7.11 APPROVAL OF BOARD MINUTES

For purposes of approving minutes of a Board Meeting, in order to publish such minutes in a timely fashion in an Association Newsletter issued subsequent to such meeting, the President may utilize electronic communication to convey a copy of the draft minutes of such Board meeting to Board members. Board members may, subsequent to their receipt of such "electronic" minutes, discuss, amend and vote to approve such minutes by electronic reply. Any such electronic approval of minutes shall be duly recorded in the minutes of the next called Board meeting.

7.12 CONDUCTING BOARD BUSINESS BY ELECTRONIC COMMUNICATION

For purposes of conducting the business of the organization within a timely manner between called Board Meetings, the President may utilize electronic communication to obtain input and approval of any item of business. Board members may, subsequent to their electronic receipt of such item of business, discuss, amend and vote to approve such business by electronic reply. A vote via electronic communication on such electronically communicated business may be validated only if at least five (5) out of seven (7) Board members respond or register written abstention within seven (7) days of the President's call to vote. An item of business that is not validated by electronic communication shall be carried over and added to the agenda of the next called meeting of the Board for further consideration. Moreover, discussion and vote may be held over to the next regularly scheduled meeting or conference call of the Board at the request of two (2) or more members of the Board. All electronic business, as defined in this section of the Bylaws, shall be recorded in the minutes of the next called meeting of the Board.

ARTICLE VIII COMMITTEES OF THE BOARD

8.1 ESTABLISHMENT OF COMMITTEES: The Board may establish committees to perform such duties and to have such power as may be set by the Board. 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 for 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 Bylaws. 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 by 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. The President shall be ex officio a member of all committees, except the Nominations and Elections Committee.

8.2 STANDING COMMITTEES:

(a) Nominations and Elections Committee: The Nominations and Elections Committee shall consist of up to three non-board members. The committee chair shall be elected annually by the general membership and shall appoint any remaining committee members, also for one-year terms. The committee shall compile a list of names of individuals for nomination to open Board positions. An individual shall not have to be nominated by the committee to run for, be elected to, or be appointed to a Board position. Nominations for any Board position may be made by any member of the JSBA in writing or by electronic communication to any member of the Nominations and Elections Committee. An individual may self-nominate. Each Regional Director nomination, once agreed to by the nominee, shall be submitted to members of that region for election. Nominees for Directors at Large shall be submitted to the general membership for election.

(b) Bylaws Committee: The Bylaws Committee is appointed by the Board, and may include one Board member. The Bylaws Committee is responsible for the maintenance and the periodic review of and preparation of amendments to the organization's Bylaws. A review of and/or changes to the Bylaws may be requested by the Board, or by petition by 25% of the active members. The Committee shall forward its draft(s) of any amendments to the Bylaws to the President for recommendation to the membership.

(c) Inspection, Certification and Records Committee: This committee shall perform inspections of animals for registration based on the approved process that adheres to the accepted breed standard, as described in the JSBA Guidebook. In the event of any proposed modification of the breed standard, this committee may make recommendations to the Board regarding the modification or maintenance of that standard. Full information about the committee is found in the JSBA Guidebook, including committee membership (application, approval, qualifications for inspectors, number of inspectors), duties of inspectors and inspector chair. The Board shall appoint a Registrar to process and maintain pedigree records. The Registrar need not be a member if so decided by the Board.

ARTICLE IX STAFF PERSONNEL

9.1 DEFINITION OF STAFF PERSONNEL: Staff personnel shall include those persons who fit into one or more of the following categories:

(a) All employees of the Association who receive monetary gain.

(b) All student interns who receive credit through accredited schools.

9.2 PERSONNEL POLICIES: The Board of Directors shall ensure that there is an up-to-date version of the personnel policies for staff personnel to follow. The personnel policies shall assist staff personnel in understanding their benefits, privileges, and responsibilities. The personnel policies shall include sections addressing equal employment opportunity, a personnel grievance procedure, the responsibilities of complying with the provisions of the Bylaws and appropriate regulations, along with other rules and obligations to follow.

9.3 PERSONNEL RECORDS: Personnel records of staff shall be kept in the principal office of the Association, or in such other location as the Board shall determine. Personnel records shall be open only to the Board of Directors or other such persons specifically authorized by the Board. In addition, each individual on whom a personnel file is kept or his/her agent shall be authorized to examine the contents of his/her own personnel file at any reasonable time.

ARTICLE X BYLAWS

These Bylaws may be amended only by a majority vote of the membership, as follows:

10.1 PROPOSED BYLAW AMENDMENTS: Proposed changes to the Bylaws may be initiated by the Board, the Bylaws Committee, or by petition signed by not fewer than 25% of the members of the association.

10.2 NOTICE OF VOTE TO AMEND BYLAWS: A document showing all proposed changes to the bylaws shall be made available to the full active membership for review at least 20 days prior to the deadline for a vote on the amending of the Bylaws. Notice shall be provided in the regular newsletter of the JSBA and/or by written or electronic communication to all members.

10.3 VOTE ON BYLAWS AMENDMENTS: A vote to amend these Bylaws may be taken by paper or electronic ballot in conjunction with annual elections. Such a vote to amend shall be decided by a majority of the votes cast.

ARTICLE XI DISSOLUTION AND SUCCESSION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1954 (or the 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 principal office of the Association is located, exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XII ADOPTION

These Bylaws of the Jacob Sheep Breeders Association were passed by a unanimous vote of the said organization at a meeting of founding members and temporary officers held on September 24, 1988.

JACOB SHEEP BREEDERS ASSOCIATION, INC.

Revisions to these Bylaws were passed by general membership vote in 1992, 1995, 1997, 2000, 2008, 2019 and 2022.

The most recent revisions to these Bylaws were passed by general membership vote in 2022. See JSBA Newsletters, Vol. 34, Issue 4, Fall 2022, pages 15 and 16.