

Bylaws: U.S. Texel Sheep Breeders Society
Presented on 06/13/2023 at Annual Membership meeting in Sedalia, MO.

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation shall be the Texel Sheep Breeders Society and may be abbreviated as TSBS.

ARTICLE II: MISSION AND PURPOSES

Mission:

Our mission is to continually strive for Texel qualities while maintaining the integrity and standards of the Texel breed. We aim to promote the breed's muscling ability and are committed to promoting the genetic advantages provided by the myostatin mutation in Texel sheep. Our goal is to become the top terminal sire breed in the United States (U.S.) and to contribute to the improvement of the American and global sheep industry by pursuing these objectives.

Purposes:

The U.S. TSBS is a non-profit entity organized under the Iowa Code Annotated, with the object of promoting and improving the Texel breed in the U.S. The TSBS pursues this objective through various purposes, as delineated in the Articles of Incorporation, including but not limited to the following:

- To record and maintain accurate registrations of Texel sheep in the U.S., thereby upholding breed standards and genetic traits.
- To provide advertising and general promotion/education on the Texel breed to the membership as well as the public.
- To aid in the improvement of the American and global sheep industry by advocating for and providing support to research endeavors with the Texel sheep breed.
- To provide shows and sales that market Texel sheep, and thereby promote and support the breeding and improvement of the breed.
- To educate, support, and encourage the members of the TSBS and sheep breeders across the U.S. to raise Texel sheep, while improving their understanding of the breed's characteristics and best breeding practices.

By pursuing these purposes, the TSBS seeks to contribute to the success and advancement of our mission.

ARTICLE III: MEMBERSHIP

Membership is open to any individual, partnership, institution, or other entity meeting the requirements as outlined below. Members may reside anywhere worldwide.

Membership categories:

- ***Active:*** This category includes any individual owning or representing an organization who is interested in or owns Texel sheep and resides in the U.S. Such members must pay annual membership dues established by the TSBS. Active members have the right to vote on society business, including, but not limited to, election of board members and officers, and serve as a Board of Director (BOD), officer, or committee members.
- ***Youth:*** This category specifically includes individuals who are twenty-one (21) years of age and under, as of January 1st, and demonstrate a genuine interest in Texel sheep. As part of the society's

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commitment to fostering youth involvement, youth membership is exempt from any membership dues. Junior members are afforded the same privileges and responsibilities as active members, except for having voting rights. Members who fall within the age range of 18 to 21 years old and choose to become active members by fulfilling their dues obligations will maintain their junior status solely for the purpose of participating in junior shows.

ARTICLE IV: ANNUAL DUES

The annual membership dues, which cover the period from July 1st to June 30th of the following year, will be determined by the BOD and subject to a vote and ratification by the dues-paying membership. The board is authorized to set any other fees, such as registration, transfer, and recording fees, as necessary. Dues will be considered delinquent if not paid in full by July 1st, and delinquent members will be removed from the TSBS website.

ARTICLE V: MISREPRESENTATION OF THE BREED

Members making accusations against the society, breed, animals, or falsifying registration shall be held accountable by the BOD. Charges should be reported to the board for review, with the collaboration of the Executive team and Registrar. If proven, the accused member will be notified by registered mail and given 45 days to submit a written defense. Board findings will be recorded in the meeting minutes and shared with TSBS membership.

The BOD will vote on the charges. If upheld, the accused member loses present and future membership, voting rights, and registration privileges. Texel sheep owned by the accused member, with registered or pending registration, will be temporarily held until pedigrees are reviewed. Valid registrations will be released, and offspring can be registered by qualified members with proof of sale.

ARTICLE VI: BOARD OF DIRECTORS

The Texel Sheep Breed Society, BOD shall be composed of a minimum of seven (7) directors. A call for nominations for BOD shall sent out to the entire membership sixty (60) days before the annual meeting. Any active member in good standing with the TSBS, and residing in the U.S., may submit their resume to the designate within the stated date. Resumes, along with the ballot, will be included to be sent out thirty (30) days before the annual meeting.

Any member of the BOD may resign from the Board by a resignation in writing to the Executive team and presented at the next monthly TSBS BOD meeting. The board may remove any board member by an affirmative vote from 2/3^{rds} of the TSBS BOD (six members) when in its judgement; the best interest of the corporation would be served by such removal. Any board member may also be removed if they are absent from two (2) consecutive meetings of the board without notifying the Executive team prior to the day of the meeting.

Term of Office

The term of office for board members shall be three (3) years, with a limit of two (2) consecutive terms. Following two consecutive terms, board members must observe a one-year break from the Board before becoming eligible for re-election. However, if an individual fills a vacancy for an

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unfinished term, they may serve two (2) consecutive terms beyond the partial one. Board vacancies shall be filled by appointment until the next annual meeting or a special TSBS meeting held for that purpose. Nominees for the Board must be active TSBS members for a minimum of one (1) year before nomination, and they must be U.S. citizens to be eligible for election. In the event of a violation of any of the aforementioned provisions, the Board reserves the authority to promptly remove the board member from office. It should be noted that if the Secretary/Treasurer serves from outside the ranks of the Board of Directors, they are not bound by the standard terms of office mentioned above and are reviewed on a yearly basis within fifteen (15) days after the annual meeting. All officers, elected or appointed, shall serve for the ensuing term and/or until the election or appointment and qualification of their respective successors.

Quorum

Except as otherwise provided herein, all resolutions, appointments, appropriations, or other acts of the BOD shall be by a quorum of fifty-one percent (51%) of the TSBS BOD. Four (4) directors must be present to have a quorum.

Parliamentary Authority

Robert's Rule of Order will be used to conduct business in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the TSBS may adopt.

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS

Duties of the BOD will be to conduct the business of the TSBS, based upon general direction supplied by the TSBS. To do this they may hire staff, appoint ad hoc committees, task forces, and seek administrative/financial assistance to aid in performing its duties with a majority vote of the Board. On direction approval, majority vote, by the TSBS BOD, the Board may employ, supervise, and dismiss paid personnel within the budget limitations and subject to the approval of the TSBS BOD.

ARTICLE VIII: OFFICERS

The officers of the TSBS include a President, Vice President, Secretary, and Treasurer. The President and Vice President must be elected by the BOD from within their ranks. The positions of Secretary and Treasurer can be filled either through the election of separate directors or from outside their ranks, a majority vote of all BOD members shall be conducted to confirm their appointment. The first meeting of the BOD, held within fifteen (15) days after the annual meeting, shall be responsible for selecting these officers. The terms of office for each officer shall begin upon their election by the BOD or upon their designation by the BOD, as applicable.

Each officer shall co-chair on a resource or a standing committee whenever possible. The President will be an informal but voting member of all resource and standing committees. The Chair will be a voting member of said committee.

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ARTICLE IX: DUTIES OF OFFICERS

President

The President shall conduct official meetings of the BOD, and shall sign or countersign, all contracts or other instruments made on behalf of the TSBS as authorized by the BOD. The President will have their name on the bank account, receive monthly bank statements and shall make reports to the Directors and perform all such other duties as are incident to the office or are properly required of them by the BOD. The President shall appoint the chairperson of each standing and appropriate committee.

Vice President

The Vice President shall stand in for the President in their absence and shall serve as a voting member of a standing or resource committee as directed by the TSBS BOD.

Secretary

The Secretary (volunteer or paid) shall issue notice for all meetings, work with the President and other officers to prepare the agenda for meetings, take the minutes, have charge of the Seal, keep complete records, conduct and keep record of all official correspondence (letters, emails, and other documents received and sent by the organization), preserve all documents and communications, keep a record of all the members of the organization, including their contact information and their status as members, and maintain an accurate record of the proceedings of the Corporation, BOD, and all committees. If deemed appropriate, some of these duties and obligations may be delegated by the BOD to other members of the executive committee.

At the expiration of service, the Secretary shall deliver to the BOD all books, paper, and property of the TSBS in their care. If serving as an appointed officer from outside the ranks of the BOD, they do not possess voting privileges on BOD matters. However, if they are an active dues-paying member, they retain the right to vote on matters related to membership.

Treasurer

The Treasurer (volunteer or paid) shall be responsible for representing all financial matters related to the TSBS. This includes signing official documents and co-signing checks. The officer shall keep the official financial records and keep an active and accurate account of all money received by and expended for the TSBS. Such funds shall be kept on deposit in financial institutions approved by the TSBS BOD. The officer shall be required to make quarterly reports to the BOD, and an annual report at the end of each year to the membership and TSBS BOD. The books shall always be open to inspection by the BOD. At the expiration of service, the treasurer shall deliver to the BOD all books, financial instruments, and property of the TSBS. If serving as an appointed officer from outside the ranks of the BOD, they do not possess voting privileges on BOD matters. However, if they are an active dues-paying member, they retain the right to vote on matters related to membership.

SECTION X: REGISTRAR

The TSBS BOD will appoint or engage a Registrar to complete registration and recordation of all pedigrees and transfers of pedigrees to ensure they meet the rules of registry. Registrar will

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maintain the pedigree file for the Texel breed and prepare the monthly reports and billings of services performed. The Registrar will also submit any breed or membership inquiries to the President and Executive team. They may also perform other duties as assigned by the BOD.

ARTICLE XI: RULES OF REGISTRY

These rules will be printed on all applications for registration and transfer. The rules of registry may be amended or added to by majority vote of active membership. It is the duty of the membership to obtain the updated registry and transfer forms from the registrar office and to abide by the rules printed on these forms.

ARTICLE XII: MEETINGS OF THE CORPORATION

Annual Meetings

Annual meetings of the TSBS shall be held at a location designated by the President and the BOD or virtually as deemed appropriate. The annual meeting will be scheduled to be held in conjunction with the TSBS National Show and Sale each year, or at such other time or place as may be designated by the BOD, for the purpose of receiving the annual reports and transaction of other business. Notice of such meeting, time, and place shall be sent to each member of the TSBS, at least thirty (30) days before the meeting.

Required Actions

Required actions at the annual meeting of the TSBS: the BOD shall receive a report of the last fiscal year, verified by the executive committee, showing the whole amount of real and personal property owned by the TSBS, where it is located, how it is invested, and the nature of the property acquired during the fiscal year and person to or for who such applications or expenditures have been made. This report shall be filled with the records of the Corporation and entered in of the minutes of the proceedings of the annual meeting.

Board Meetings

The BOD shall meet as often as necessary, to conduct the business of the TSBS. The BOD shall conduct meetings not less frequently than once every three months (four times annually) for regular meetings. The annual meeting will constitute one regular meeting. A quorum will consist of a majority of the members of the TSBS BOD.

At all meetings of the TSBS, the President, Vice President, or designated TSBS Director, shall preside. At every meeting of the TSBS, each member of the BOD shall be entitled to one vote. All questions shall be decided by a vote of a majority of the directors voting thereon at a meeting at which a quorum is established.

Special Meetings

Special meetings of the TSBS may be called by the President, Vice President, or twenty five percent (25%) of paid members that present the BOD a petition signed by those twenty five percent (25%) members. An agenda must be presented for any special meetings and only the business indicated by said agenda may be transacted. Notice of special meeting location, date,

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time, and agenda must be presented to the membership in writing thirty (30) days in advance of the special meeting. A special quorum will require the presence of fifty percent (50%) of the petitioners.

ARTICLE XIII: VOTING PROCEDURES

Voting Eligibility: Only active members of the TSBS are eligible to cast their votes on matters related to society business.

Methods of Voting: The TSBS recognizes the following methods for casting votes. These methods shall be used for voting on amendments to the Constitution and By-laws and for other important matters as ordered by the TSBS, including those from the annual or a special meeting. Any member may propose new business at the Annual Meeting, but unless these items are presented at least fifty (50) days prior to the meeting, thereby being included on the agenda, they will be voted on within forty-five (45) days after the annual meeting.

- ***In-Person Voting:*** Members may cast their votes in person at TSBS meetings or events where voting is conducted.
- ***Proxy Voting:*** Members unable to attend in-person meetings may request an absentee ballot from the Executive team. Absentee ballots shall be provided to eligible members by mail or electronically at least forty (40) days prior to the scheduled vote. Proxies must be returned to the designated address or email by the specified deadline to be considered valid.
- ***Electronic Voting:*** The TSBS may employ electronic voting methods, such as secure online platforms or electronic ballots, to facilitate member voting. Procedures for electronic voting shall be established by the Board of Directors and communicated to the membership prior to any electronic vote.
- ***Mail Voting:*** The TSBS may employ voting methods by mail ballot. When a mailed ballot is submitted, the member must follow the rules which will be accompanied with the ballot. Ballots are to remain sealed until at least 15 days after the postmark deadline.

**The TSBS may employ a multi-channel approach for conducting voting matters, utilizing one or a combination of the above-stated voting methods. The chosen method(s) and accompanying rules will be communicated to the membership in advance. Members are required to follow the provided instructions for ballot submission; failure to do so will render the ballot void.*

Notification of Voting

The membership shall be provided timely notice (at least fifteen (15) days) to any upcoming votes, including the voting process, the purpose of the vote, the available options, and the deadline for casting votes. Such notice shall include any rules or guidelines pertaining to the voting process.

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Ballot Distribution and Collection:

- **Eligibility and Ballot Distribution:** The TSBS Executive team, in collaboration with the registrar, shall determine the eligibility of members to receive ballots. Only active members in good standing by the date ballots are to be sent shall receive a ballot. Each paid membership is allowed one ballot.
- **Ballot Collection and Reporting:** The designate (e.g., registrar) shall collect, count, and seal all legal ballots and immediately send an election report to the Executive team of the TSBS. They shall notify the membership of the results within thirty (30) days from the postmark deadline of the vote. The results shall be determined by a majority of TSBS members voting.

Handling of Ballots: Ballots postmarked after the deadline shall not be counted. The designated individual shall hold the ballots for thirty (30) days after the announcement of the outcome, in case of an appeal. Subsequently, the ballots shall be sent to the Executive team for retention.

Tie Votes:

- **Board of Directors (BOD):** In the case of a tie for the BOD, the person with seniority membership shall prevail.
- **By-laws or Other Business:** In the case of voting for a by-law or other business, the BOD shall decide by a majority vote.

Voting by the Membership:

- **Annual and Special Meetings:** Voting on issues addressed at the annual membership meeting and/or special meeting shall be conducted, no later than forty-five (45) days after the meeting. To be counted, ballots must be received by the designated individual with a postmark no later than twenty-one (21) days from the postmark of the original notice. Only one (1) ballot per membership is allowed.
- **Notification of Results:** The membership shall be promptly notified of the results no later than thirty (30) days from the original postmark date of the vote. The results shall be determined by a majority of TSBS members voting.

Appeals Process

Any member may appeal if they feel that a problem has occurred in the voting process by petitioning in writing to the President of the TSBS. The notice of appeal must be a detailed statement of the facts and circumstances giving rise to the appealing person, along with a fee of \$1,000 to be refunded if the appeal is upheld. The BOD shall hear a defense to the appeal by the concerned and/or opposing parties. The appeal shall be considered by the BOD, which will hold a hearing allowing the appealing person, and or the accused to appear in person, or in a virtual meeting. The BOD shall issue its written decision within forty-five (45) days of receipt of the appeal unless more time is needed by the board to investigate the matter further. The decision of the BOD will be final.

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ARTICLE XV: COMPENSATION FOR DIRECTORS/OFFICERS

Individual BOD/Officers may be reimbursed for expenses incurred while conducting official business of the TSBS. The expenses shall include any pre-approved expense that the BOD has deemed appropriate to conduct official TSBS business. Proper documentation for the expense must be submitted to the Treasurer and President.

ARTICLE XVI: COMMITTEES

The President, with the approval of the BOD, may organize standing committees, resource committees, and/or other ad hoc committees as deemed necessary. At least one member from the BOD must be assigned to each standing committee.

Executive Committee

The Executive Committee of the TSBS shall be comprised of the President, Vice President, Secretary, and Treasurer, who are elected from the ranks of the board of directors. If the BOD appoints an officer(s), directors will be elected to the Executive Committee. These elections occur at the first board business meeting held within fifteen (15) days after the annual meeting. The Executive Committee has the authority to make necessary decisions and conduct TSBS business between meetings with the approval of the rest of the BOD. Any appointed officer serves as a non-voting member of the Executive Committee upon appointment. The Executive Committee shall be responsible for overseeing the operation of the society and any personnel employed by the Board.

Ad Hoc Committees and Task Forces

The President, with approval of the TSBS BOD, at any time they are deemed necessary may appoint these temporary committees/task forces. Any paid members of the TSBS may be entitled to serve. All ad hoc committees and task forces will have definite assignments and duration for their existence. The President may disband these ad hoc committees or task forces, with approval of the TSBS BOD, for any reason.

ARTICLE XVII: NON-PROFIT ORGANIZATION

Interest on dividends or capital is prohibited. The TSBS shall always be operated on a non-profit basis for the mutual benefit of its members. No interest on dividends shall be paid or payable by the TSBS on any capital furnished by its members. An external audit will be required every year, at a minimum, by the start of a new fiscal year (July 1st).

ARTICLE XVIII: TAX EXEMPT STATUS

Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue Law).

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ARTICLE XIX: INDEMNIFICATION

This corporation shall identify any present or former director, officer, employee, member or volunteer of this corporation, and each such person who is serving or has served, at the request of this corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, or joint venture, except that the mandatory indemnification required by this sentence shall not apply (i) to breach of duty or loyalty to the corporation, (ii) to acts of omission not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) to a transaction from which such person derived an improper benefit (iv).

ARTICLE XX: GENERAL PROVISIONS

The fiscal year of the corporation shall be from the 1st day of July to the 30th day of June of the following calendar year. An external audit will be required every year, at a minimum, by the start of a new fiscal year (July 1st).

Dissolution

In the event of the dissolution of the TSBS, its assets shall be distributed by a court of competent authority to such organizations as it shall determine to be organized and operated exclusively for charitable, educational, or scientific purposes.

ARTICLE XXI: AMENDMENTS

Amendments may be presented at any annual or special meetings of the corporation by a motion with a second, to be voted on as outlined under Article XIII: meetings of the corporation, shall be observed. These bylaws shall become effective upon adoption.

ARTICLE XXII CERTIFICATION:

These bylaws were adopted by the Texel Sheep Breeders Society on [date] by a majority vote of ballots submitted. They supersede all previous bylaws of the organization.