

BY-LAWS
BLUEFACED LEICESTER UNION OF NORTH AMERICA (BLU)

Article I
THE CORPORATION

1.1 NAME: The Corporation shall be known as and referred to herein as the Bluefaced Leicester Union of North America (BLU).

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

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

Article II
PURPOSE AND GOALS

2.1 PURPOSE AND GOALS: The purpose of the corporation shall be to establish and support the Bluefaced Leicester breed of sheep in North America; and,

- a) To create an association of BLU members to support the Bluefaced Leicester breed,
- b) To register and keep pedigree records of all purebred Bluefaced Leicester sheep according to the guidelines of the association,
- c) To engage in the education and promotion of Bluefaced Leicester sheep,
- d) To provide interested people with information about Bluefaced Leicester sheep and their products,
- e) To promote interest in the Bluefaced Leicester breed of sheep wherever possible in order to attract new breeders for the propagation and well-being of the breed.

Article III
BOARD OF DIRECTORS

3.1 AUTHORITY: The Board of Directors of the BLU shall be the governing board of the BLU, 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.

- a) **ELECTED OFFICERS - VOTING:** President, Vice-President, five (5) Representatives.
- b) **APPOINTED POSITIONS - NON-VOTING:** Secretary, Treasurer, Registrar or any other position the Board deems appropriate.
- c) **ELIGIBILITY REQUIREMENTS:** All candidates must have a BLU membership in good standing during each year of service; may not be, or have any immediate family member be, a Board member in any other Bluefaced Leicester related organization; and must be able to perform the functions of the office and attend meetings.

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

3.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of not less than five (5) and not more than nine (9) members at the discretion of the existing Board.

3.4 TERMS OF BOARD MEMBERS: The President, Vice-President and Representatives shall serve a term of two (2) years. The Board, at its discretion, may schedule the election of new representatives to achieve staggered terms of office. No Board of Directors member may serve more than two (2) consecutive terms in the same position.

3.5 MANNER OF ELECTIONS: The Board of Directors shall have the discretion to declare districts within the territory covered which will promote a fair and reasonable representation of the membership.

a) **1. President and Vice-President:** The majority of votes for the office.

2. The Representatives: In any election of representatives, a majority of all votes cast shall not be required to elect Representatives, but the requisite number of persons receiving the highest number of votes shall be declared elected. In the case of ties, a run-off election shall be held among those receiving the tie vote.

b) Nomination of candidates shall be considered valid when written nomination is received from any active member postmarked no less than thirty-five (35) days prior to the election. All nominations must come from the candidate; no third party nominations will be accepted.

c) The appointed Election Supervisor shall mail a ballot for election of Directors to each active member no less than thirty (30) days prior to the election. Ballots will be counted by the appointed election supervisor within five (5) days after the election deadline. Only valid votes received by the deadline will be counted. Proxy voting is not allowed. Results of the election shall promptly be notified by mail or email to all members.

3.6 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 Board member may resign at any time by giving written notice to the Board through the President. The resignation of any Board member 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 Board member 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 Board member 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 membership election, at which time the members shall elect a member to fill the unexpired term. Board vacancies shall be filled within thirty (30) days after the position becomes vacant.

3.7 ELECTION OF BOARD OFFICERS: The Board of Directors shall elect all officers for a two (2) year term. Only Board members may serve as officers of the Board with the exception of the office of Treasurer, who may or may not be a board member. The election of officers shall occur at the first meeting of the Board following the election. This first meeting of the Board shall be held no later than two (2) weeks following the election.

3.8 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 BLU and shall perform the duties of general supervision of the business and affairs of the BLU. (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 bylaws:

-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 within thirty (30) days of any 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 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 record and keep a permanent file of any letter ballots received from the general membership.

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

-shall be elected annually by a simple majority of the Board of Directors.

d) The TREASURER is subject to the ultimate will of the Board and in compliance with the provisions of the bylaws:

-shall be responsible for the financial administrative policies established by the Board.

-shall perform the duties of supervision over the responsibility for the funds, securities, receipts, and disbursements of the Association.

-is responsible for bringing any questionable expenditure to the attention of the Board in a timely manner

-shall see that a timely record of the financial activity of the BLU be properly preserved.

-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 BLU 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.

-shall be elected annually by a simple majority of the Board of Directors.

e) The REPRESENTATIVES to the Board shall be responsible to represent the best interests of the Bluefaced Leicester breed; to be present at all Board meetings; to be prepared to contribute to discussion and vote on matters that fall under the Board's jurisdiction.

3.9 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 such a vacancy does occur, the office, with the exception of the President, shall be filled at the time of the next Board meeting.

3.10 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.

3.11 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 BLU at the discretion of the Board.

Article IV MEMBERSHIP

4.1 PRIVILEGES OF MEMBERSHIP: Membership in the Association is and at all times shall be considered to be a privilege and not a right. Active members of the Association are entitled to vote in all BLU elections; to attend, speak, and vote at the membership meetings of the association. When the qualification for one (1) membership has been met by more than one (1) person (family, corporation, or any other entity), all persons involved in meeting that qualification may attend, speak at the membership meeting, however, that membership shall have one (1) vote. 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, family or corporation who owns, breeds, or registers Bluefaced Leicester sheep with the BLU. Active members must be current on their membership dues (in good standing) to be eligible to vote and/or hold elective office; failure to continue membership will result in dismissal from the Board.

b) LIFETIME ACTIVE MEMBER: Lifetime Active membership may be bestowed by a simple majority vote of the Board. Lifetime Active members are absolved from annual dues.

c) ASSOCIATE MEMBER: Any person, family or corporation interested in the promotion of Bluefaced Leicester sheep may become an Associate member of the BLU; 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, or receive the membership rate for registry transactions or receive the annual flock book.

d) JUNIOR MEMBER: Any young person up to age twenty (20) who owns, breeds, or registers Bluefaced Leicester sheep in BLU may receive the membership rate for registry transactions, but may not vote nor hold office.

e) 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: Annual membership shall begin January 1st and expire on December 31st.

a) FOR NEW ACTIVE or JUNIOR MEMBERSHIPS ONLY: First time active or junior membership applications paid on or after August 1st of one year will be honored as a paid membership through the end of the following year.

4.5 TERMINATION OF MEMBERSHIP: Membership shall terminate on December 31st each year. A grace period of sixty (60) days will be in effect, allowing such time for members to send in membership dues.

Article V MEMBERSHIP MEETINGS

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

5.2 PURPOSE OF MEETING: The Annual Membership Meeting is held for the purpose of 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.

5.3 GENERAL NOTICE OF MEMBERSHIP MEETINGS: Written notice of the time and place of the membership meetings shall be mailed or emailed to the members and be postmarked at least thirty (30) 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.

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

5.5 VOTING: Voting on issues addressed at membership meetings shall be conducted by mail ballot. No more than thirty (30) days after the Annual Membership Meeting, the Secretary of the Association shall mail the ballots to each active member. Results of the balloting shall be counted by the Secretary of the Association and/or such other person as designated by the Board, and shall be kept in the Board's custody for a period of time as determined by the Board, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting. The act of the majority of those voting shall be considered an act of the membership of the corporation, except when a two-thirds majority of the eligible membership is called for in these by-laws.

5.6 SPECIAL 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 meetings may be called by the President or by petition by the lesser of ten (10) active members or twenty-five (25%) percent of the active membership. Written notice of the time and place of the special meetings shall be mailed or emailed to the members and be postmarked at least thirty (30) days prior to such meetings.

Article VI
BOARD MEETINGS

6.1 BOARD MEETINGS are held for the purpose of conducting corporate business and shall be held at least once a year. Board meetings may be held by personal attendance of the Board members and/or by participation via conference call or electronic media. 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.

6.2 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 ten (10) days prior to the meeting, and shall contain a copy of the agenda. Special Board meetings may be called as needed.

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

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

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

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

6.7 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.

6.8 ATTENDANCE BY BOARD MEMBERS AT BOARD MEETINGS: Absence of any Board member from two (2) consecutive meetings without notifying the President or Secretary of the Board will be grounds for the removal action on the part of the Board.

6.9 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 by-laws.

Article VII
COMMITTEES OF THE BOARD

7.1 EXECUTIVE COMMITTEE: The Executive Committee consists of the President, Vice-President and Representatives. The President shall act as chair of the meetings of this committee.

7.2 ESTABLISHMENT OF COMMITTEES: The Board may establish committees to perform such duties and to have such powers 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 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. The President shall be a de facto member of any committee established by the Board.

Article VIII BY-LAW AMENDMENTS

8.1 PROPOSED BY-LAW AMENDMENTS: Proposed by-law changes may be initiated by the Board or by petition to the Annual Membership Meeting, signed by not less than twenty-five (25%) percent of the members of the Association.

8.2 BY-LAW AMENDMENTS: These by-laws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the active membership in good standing or by a 2/3 vote of the board of directors. 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. No more than thirty (30) days after the Annual Membership meeting the Secretary of the Association shall mail the proposed amendments and ballots to each active member. Proxy voting is not allowed. Results of the balloting shall be counted by the Secretary of the Association and/or such other person as designated by the Board, and shall be kept in his or her custody for a period of time as determined by the Board, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting.

Article IX FINANCES

9.1 FISCAL YEAR: The fiscal year of the BLU shall commence January 1st and end on December 31st.

9.2 DEPOSITS: All moneys, securities, and other valuables of the BLU shall be deposited in the name of the Bluefaced Leicester Union of North America (BLU) 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.

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

9.4 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.

9.5 INDEMNIFICATION: Subject to compliance with Michigan 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.

9.6 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.

9.7 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 BLU. A copy of such audit shall be available to the members of the BLU.

Article X DISSOLUTION AND SUCCESSION

Upon dissolution of the Bluefaced Leicester Union of North America (BLU), 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.